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April 9, 1998

State of Florida Division of Corporations
Attn: Karen Gibson
P.O. Box 6327
Tallahassee, FL 32301

CORADOM P

Re: Miguel Group

Dear Karen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for filing fees. Please file the original and return a conformed copy to me in the pre-addressed stamped envelope provided for your convenience.

Thank you for your assistance in this matter. Should you have any questions or need additional information, please do not hesitate to contact me at (813) 258-0293.

Very truly yours,

J.C. Dominguez
Attorney at Law

JCD:amw
Enclosures

New York
JCD
4/17

FILED
98 APR 16 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE MIGUEL GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

THE MIGUEL GROUP, INC.

The principal place of business of this Corporation shall be:

2620 Hunt Road, Land O Lakes, Florida, 34639

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 2620 Hunt Road, Land O Lakes, Florida, 34639, and the name of the initial Registered Agent of the Corporation at that address is: Alexander M. Miguel.

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ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have two director initially. The names and street addresses of the initial members of the Board of Directors are:

<u>Directors</u>	<u>Address</u>
Alexander M. Miguel	2620 Hunt Road, Land O Lakes, Florida, 34639
Higinio Miguel	2620 Hunt Road, Land O Lakes, Florida, 34639

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>Officer</u>	<u>Address</u>
Alexander M. Miguel President	2620 Hunt Road, Land O Lakes, Florida, 34639
Higinio Miguel Vice-President	2620 Hunt Road, Land O Lakes, Florida, 34639
Nancy Miguel Secretary	2620 Hunt Road, Land O Lakes, Florida, 34639

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this the 14 day of April, 1999.

BY: [Signature]
Alexander M. Miguel, President

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

BY: [Signature]
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH
County of Pasco

The foregoing instrument was subscribed to before me on this the 14th day of April, 1999, by Alexander Miguel, who is personally known to me.

[Signature]
NOTARY PUBLIC

COMMISSION NO. CC523458

Linda M. Beckett
Notary Name

My commission expires:

1/8/2000



Linda M. Beckett
MY COMMISSION # CC523458 EXPIRES
January 8, 2000
BONDED THRU TROY FARM INSURANCE, INC.