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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C RODRIGUEZ~~

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NAME: HACIENDA LA VICTORIA, INC.

AUDIT NUMBER.....H97000014055

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: HACIENDA LA VICTORIA, INC.
REF: W97000019757

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Hacienda La Victoria, Inc.

Article II. Address

The mailing address of the Corporation is:
Hacienda La Victoria, Inc.
1501 N.E. 105 Lane
Ocala FL 34470

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Felix Lasarte
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ricardo Avila

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Felix Lasarte | FL Bar Member 020567
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

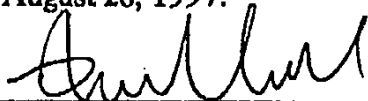
The name and address of the incorporator is:

Felix Lasarte
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 26, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 26, 1997.



FELIX LASARTE
by L.A. Uriarte as attorney-in-fact

Felix Lasarte | FL Bar Member 020567
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7805

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Hacienda La Victoria, Inc.

REGISTERED AGENT/OFFICE:

Felix Lasarte

200 South Biscayne Boulevard, 20th Floor

Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FELIX LASARTE

by L.A. Uriarte as attorney-in-fact

Date: August 26, 1997

Felix Lasarte | FL Bar Member 020567
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
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