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FLORIDA PROFIT CORPORATION OR P.A.
ERL INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ERL Investments, Inc.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

ERL Investments, Inc.

Its principal place of business and/or mailing address shall be:

14345 S.W. 11 Terrace
Miami, Florida 33184

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Aran, Correa & Guarch, P.A.
710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

Rodolfo Nufiez, Esquire

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Elena Nufiez
14346 S.W. 11 Terrace
Miami, Florida 33184

Rodolfo Nuñez
4775 Collins Avenue, 506
Miami Beach, Florida 33140

Luis A. Nuñez
13761 S.W. 160 Street
Miami, Florida 33177

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Rodolfo Nuñez
4775 Collins Avenue, 506
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 4th day of April, 2002.



Rodolfo Nuñez
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

THE FOREGOING instrument was acknowledged before me this 4th day of April, 2002, by Rodolfo Nuñez, who is personally known to me and who did/did not take an oath.



Notary Public, State of Florida

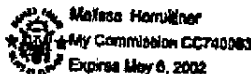
Melissa Hornittiner

Name of Notary, Typed/Printed

CC740083

Commission Number

My Commission Expires:

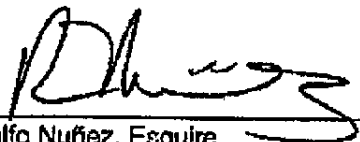


**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **ERL Investments, Inc.** having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named Rodolfo Nuñez, Esquire, located thereat as its registered agent to accept service of process within this state.


Rodolfo Nuñez
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Rodolfo Nuñez, Esquire
Registered Agent.

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