

FEB-29-2000 17:10
Division of Corporations

EMPIRE CORP

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

SAND CASTLES PROPERTY MANAGEMENT COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF**

SAND CASTLES PROPERTY MANAGEMENT COMPANY

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all power, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is Sand Castles Property Management Company (hereinafter referred to as the "Corporation") and its mailing address is 10621 N. Kendall Drive, Suite 206, Miami, Florida 33176.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporations is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

This document prepared by:
Gladys Gonzalez-Boyer, J.D.
Attorney at Law
10621 N. Kendall Drive, Suite 208
Miami, Florida 33176
FBN: 0062964

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H00000009231**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is EDUARDO EXPOSITO, ESQ., Attorney at Law, and his address is 10621 N. Kendall Drive, Suite 208, Miami, Florida 33176.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have One Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Director(s) of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH ALMANSA	10621 N. Kendall Drive, Suite 206 Miami, Florida 33176
MERCEDES T. GARCIA	10621 N. Kendall Drive, Suite 206 Miami, Florida 33176

- (a) Members of the Board of Directors shall be elected and Hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be Managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or Repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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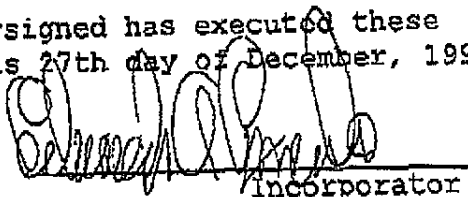
H00000009231**ARTICLE IX - INCORPORATORS**

The name of the person signing these Articles is
EDUARDO EXPOSITO, ESQ. Attorney at Law, whose address is
10621 N. Kendall Drive, Suite 208, Miami, Florida 33176.

ARTICLE X

This Corporation is authorized to issue one hundred (100)
shares of one (\$0.1) Dollar par value common stock, which
shall be designated "common shares".

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 27th day of December, 1999.

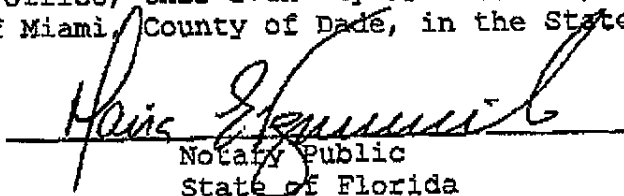

Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, a Notary Public
in and for The State of Florida, duly qualified and
commissioned by the Governor and Secretary of State of
Florida, personally appeared: EDUARDO EXPOSITO, ESQ.
Personally known to me, or who produced the following
identification Florida Drivers License, to be the person
described herein as incorporator and who executed the
foregoing ARTICLES OF INCORPORATION, and he acknowledged
before me that he executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand attached
my official seal of office, this 27th day of December,
1999, in the City of Miami, County of Dade, in the State of
Florida.


Notary Public
State of Florida

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

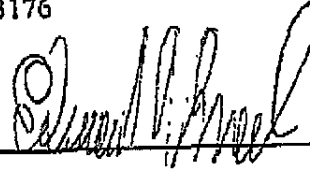
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: Sand Castles Property Management Company
2. The name and address of the Registered Agent and Office is:

Eduardo A. Exposito
10621 North Kendall Drive, Suite 208
Miami, Florida 33176

Signature



Date 12/27/99

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Eduardo Exposito

Date 12/27/99

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