

LAW OFFICES OF
JOSEPH B. RYAN III, P.A.
250 BIRD ROAD • SUITE 216
CORAL GABLES, FLORIDA 33146-1424
TELEPHONE (305) 444-4949

JOSEPH B. RYAN III*
* ALSO ADMITTED IN CALIFORNIA

TELECOPIER (305) 444-2289

February 2, 2000
PO00000023304

900003150819--6
-02/29/00--01010--020
122.50 *78.75

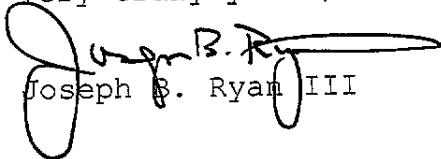
**Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314**

Re: SUNNY VALLEY CORPORATION

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for the above referenced Florida corporation.

Please forward a certified copy of the Articles of Incorporation to the undersigned. A check in the amount of \$122.50 is enclosed.

Very truly yours,


Joseph B. Ryan III

encl.

FILED
00 Feb 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAR 07 2000

**ARTICLES OF INCORPORATION
OF
SUNNY VALLEY CORPORATION**

FILED
00 Feb 28 PM 11:48
SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is **SUNNY VALLEY CORPORATION.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the day these Articles are filed with the Florida Secretary of State.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue **ONE THOUSAND (1000)** shares of **ONE AND NO/100 DOLLARS (\$1.00)** par value common stock, which shall be designated "**Common Shares.**"

ARTICLE V
Principal Office

The street address of the principal office of this corporation is: **781 Crandon Boulevard, Suite 606, Key Biscayne, Florida 33149.**

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this corporation is: 250 Bird Road, Suite 216, Coral Gables, Florida 33146-1424, and the name of the initial registered agent of this corporation at that address is: Joseph B. Ryan III.

ARTICLE VII

Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are duly elected and qualified shall be:


**Cecilia Gallo de Arana - 781 Crandon Boulevard, Suite 606, Key Biscayne,
Florida 33149**

**Leonel Arana - 781 Crandon Boulevard, Suite 606, Key Biscayne,
Florida 33149**

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is: Joseph B. Ryan III, 250 Bird Road, Suite 216, Coral Gables, Florida 33146-1424.


Joseph B. Ryan III
Subscriber

Type/Print/or Stamp Name of Notary

My Commission Expires:

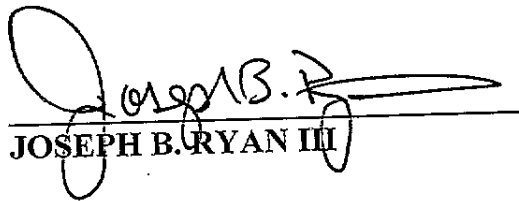
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

SUNNY VALLEY CORPORATION

**In pursuance of the Florida Statutes, the following is submitted, in
compliance with said Act:**

**First - that SUNNY VALLEY CORPORATION desiring to organize under
the laws of the State of Florida with its principal office at: 781 Crandon Boulevard,
Suite 606, Key Biscayne, Florida 33149, has named Joseph B. Ryan III, located at
250 Bird Road, Suite 216, Coral Gables, Florida 33146-1424, as its agent to accept
service of process within this state.**

**Second - that having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby accept to act
in this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.**


JOSEPH B. RYAN III

FILED
00 Feb 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA