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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**SEDGWICK DEVELOPERS, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2000

EMPIRE

SUBJECT: SEDGWICK DEVELOPERS, INC.
REF: W00000012239

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VII THE FIRST DIRECTORS NAME IS NOT LEGIBLE.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E00000025849
Letter Number: 700A00026177

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ARTICLES OF INCORPORATION

OF

Sedgwick Developers, Inc.

ARTICLE I

The name of this corporation is Sedgwick Developers, Inc., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

Prepared By:

Maria Fernandez-Valle, Esquire
999 Ponce De Leon Blvd. Suite 1110
Coral Gables, Florida 33134
Phone No. (305) 448-7706
Florida Bar No. 371564

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ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida:

Maria Fernandez-Valle, Esq.
999 Ponce De Leon Boulevard, Suite 1110
Coral Gables, Florida 33134

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business is:

11030 N. Kendall Drive, Suite 100
Miami, Florida 33176

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have three directors. The number of directors may increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than three.

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ARTICLE VII

The name of the initial directors of the corporation and their address are:

Eric D. Isenbergh 11030 N. Kendall Drive
Suite 100
Miami, Florida 33176

Frank Robles 11030 N. Kendall Drive
Suite 100
Miami, Florida 33176

Alejandro Robles 11030 N. Kendall Drive
Suite 100
Miami, Florida 33176

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Maria Fernandez-Valle 999 Ponce De Leon Boulevard
Suite 1110
Coral Gables, Florida 33134

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholder sign written statement manifesting their intention that a certain amendment of this article be made.

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ARTICLE X

PREEMPTIVE RIGHTS


The shareholder of the corporation shall have preemptive rights.

In witness whereof, the undersigned as Incorporator, has executed the foregoing Articles of Incorporation, this 9 day of May, 2000.

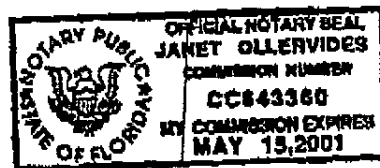

Maria Fernandez-Valle

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me, by Maria Fernandez-Valle on this 9 day of May, 2000, who is (or are) personally known to me or who has produced Driver's License as identification and who did(did not) take an oath.


Name of Notary

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That Sedgwick Developers, Inc., desiring to organize of qualify under the Laws of the State of Florida with its principal place of business at the City of Miami, Florida has named Maria Fernandez-Valle, Esq., 999 Ponce De Leon Boulevard, Suite 1110, Coral Gables, Florida 33134 Agent to accept service of process within the State of Florida.

SECOND: That Sedgwick Developers, Inc., hereby names 11030 N. Kendall Drive, Suite 100, Miami, Florida 33176 as its principal place of business.

Signature:


 Maria Fernandez-Valle

Title:

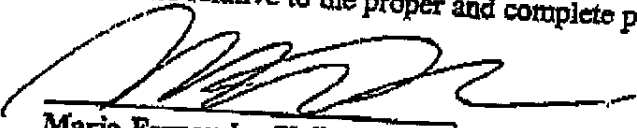
Secretary

Date:

3-9-00

Having been named to accept service of process for the above stated corporation at the place designated in this certificate I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature:


 Maria Fernandez-Valle

Date:

5-9-00

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