

P00000047753

DIVISION OF CORPORATIONS

NAME OLINDA PEREZ
ADDRESS 1800 S.W. 27th Ave. Suite #501
CITY Miami STATE Florida ZIP CODE 33145
AREA CODE & PHONE NUMBER _____
NAME OF CORPORATION T.R.O. PROPERTIES, INC.

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	_____ AMENDMENT	_____ SEARCH
_____ FOREIGN	_____ DISSOLUTION	_____ MERGER
<input checked="" type="checkbox"/> PROFIT	_____ REINSTATEMENT	_____ MARK
_____ NON-PROFIT	_____ ANNUAL REPORT	_____ RESERVATION
_____ LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

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FILED
2000 MAY 10 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PICKED UP

AR 5/15

**ARTICLES OF INCORPORATION
OF**

T.R.O. PROPERTIES, INC.

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY ADOPT AND DECLARE THE FOLLOWING.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: T.R.O. PROPERTIES, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000,000 SHARES OF NO PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED COMMON SHARES.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT.

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: FLORENTINO MESA 6500 S.W. 46th Street, Miami, Florida 33155.

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS: 6500 S.W. 46th St. Miami, Florida 33155.

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

THIS CORPORATION SHALL HAVE (3) Three DIRECTORS (S) INITIALLY, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, IN ACCORDANCE WITH THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1) THE NAME AND ADDRESS OF THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS.

TOMAS MESA	PRESIDENT	DIRECTOR
RICARDO MESA	VICE-PRESIDENT-TREAS.	DIRECTOR
OLINDA PEREZ	SECRETARY	DIRECTOR

6500 S.W. 46th St. Miami, Florida 33155.

ARTICLE VII - BY LAWS.

THE BY-LAWS OF THIS CORPORATION MAY BE ADOPTED, ALTERED AMENDED OR REPEALED BY EITHER THE STOCKHOLDERS OR THE BOARD OF DIRECTORS

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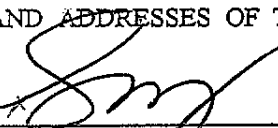
ARTICLE VIII - AMENDMENTS.

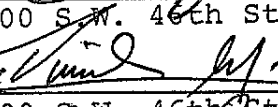
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY OF THE PROVISIONS CONTAINED IN THESE ARTICLES OR INCORPORATION, IN ACCORDANCE WITH THE PROVISIONS OF THE FLORIDA GENERAL CORPORATIONS ACT.

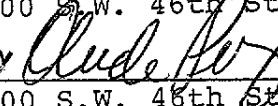
ARTICLE IX - INCORPORATOR (S)

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 5th DAY OF May OF THE YEAR 2000

THE NAME AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES IS (ARE)

SIGNATURE:  NAME: TOMAS MESA
ADDRESS: 6500 S.W. 46th St. Miami, Fl. 33155

SIGNATURE:  NAME: RICARDO MESA
ADDRESS: 6500 S.W. 46th St. Miami, Fl. 33155

SIGNATURE:  NAME: OLINDA PEREZ
ADDRESS: 6500 S.W. 46th St. Miami, Fl. 33155

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION: AT THE PLACE DESIGNATED IN ARTICLE "V" OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN SUCH CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

ACCEPTANCE

SIGNATURE: 

NAME OF RESIDENT AGENT. FLORENTINO MESA

ADDRESS: 6500 S.W. 46th St. Miami, Fl. 33155

THIS 5th DAY OF May OF THE YEAR 2000