

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

May 10, 2000

600003251106--9  
-05/12/00--01106--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: EL CAPOTE, INC.

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 MAY 12 AM 9:08  
TALLAHASSEE, FLORIDA

ec

**ARTICLES OF INCORPORATION  
OF  
EL CAPOTE, INC.**

FILED  
00 MAY 12 AM 9:08  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Name**

**The name of the corporation is EL CAPOTE, INC.**

**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: 5151 Collins Avenue, Unit 1408, Miami Beach, Florida 33140.**

**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:**

**Hugo Caballero - 5151 Collins Ave., Unit 1408, Miami Beach, FL 33140.**

**ARTICLE VIII**

**Incorporator**

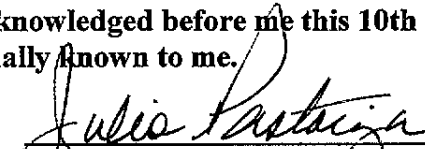

**The name and address of the person signing these Articles is: Joseph B. Ryan III, 250 Bird Road, Suite 216, Coral Gables, Florida 33146-1424.**

**IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10th day of May, 2000.**

  
Joseph B. Ryan III, Subscriber

STATE OF FLORIDA:                     )  
   ) SS:  
COUNTY OF MIAMI-DADE:             )

The foregoing instrument was acknowledged before me this 10th day of May, 2000,  
by JOSEPH B. RYAN III, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida  
  
\_\_\_\_\_  
Type/Print/or Stamp Name of Notary

My Commission Expires:



Julio Pastoriza  
My Commission CC655422  
Expires June 17, 2001

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

**EL CAPOTE, INC.**

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

First - that EL CAPOTE, INC. desiring to organize under the laws of the State of Florida with its principal office at: 5151 Collins Avenue, Unit 1408, Miami Beach, Florida 33140, 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 MAY 12 AM 9:08  
TALLAHASSEE, FLORIDA