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ACCOUNT NO. : 072100000032

REFERENCE : 770315 80974A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 20, 2000

ORDER TIME : 10:35 AM

ORDER NO. : 770315-005

CUSTOMER NO: 80974A

CUSTOMER: Beverly Donnelly, Legal Asst
Popkin & Shurpin, P.a.

Suite 114
2499 Glades Road
Boca Raton, FL 33431

800003329598--3

-07/20/00--01045--017

*****78.50 *****78.50

800003329598--3

-07/20/00--01045--018

*****0.25 *****0.25

DOMESTIC FILING

NAME: ESPANA, INC.

*TRANSLATION is
SPAIN, INC.*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 20 PM 3:07

RECEIVED
00 JUL 20 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 20 PM 3:07

ARTICLES OF INCORPORATION
OF

ESPAÑA, INC.

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

ESPAÑA, INC.

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:

19202 Cloister Lake Lane
Boca Raton, FL 33498

and the name of its initial Registered Agent is Popkin & Shurpin, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

Beverly A. Donnelly
19202 Cloister Lake Lane
Boca Raton, FL 33498

7. The name and address of the Incorporator is:

Beverly A. Donnelly
19202 Cloister Lake Lane
Boca Raton, FL 33498

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 19th day of July, 2000.


Beverly A. Donnelly

STATE OF FLORIDA)

SS:

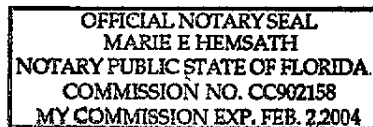
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Beverly A. Donnelly, who is well known to me or who has produced _____ as identification and is the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, in said County and State this 19th day of July, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 20 PM 3:07

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

ESPAÑA, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named:

POPKIN & SHURPIN, P.A.
2499 GLADES ROAD, SUITE 114
BOCA RATON, FLORIDA 33431

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named 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.

POPKIN & SHURPIN, P.A.

BY: 

Edward D. Popkin
President