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Robert G. Clements
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37 North Orange Avenue
Suite 500
Orlando, Florida 32801

August 16, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

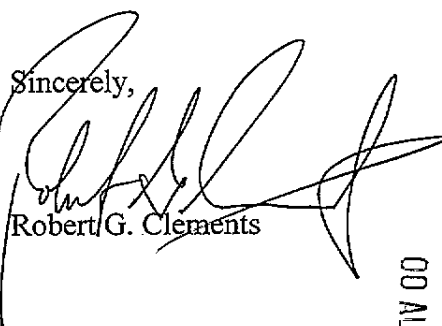
Re: BORICUA ENTERPRISES, INC.

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for BORICUA ENTERPRISES, INC. and a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,



Robert G. Clements

RGC/
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 AM 10:59

8/23/00

**ARTICLES OF INCORPORATION
OF**

BORICUA ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 AM 10: 59

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **BORICUA ENTERPRISES, INC.**

ARTICLE II

The existence of the Corporation shall begin on August 17, 2000.

ARTICLE III

The street address of the principal office of the Corporation is:

1680 The Oaks Blvd.
Kissimmee, Florida 34746

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, no par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

Robert G. Clements
37 North Orange Avenue, Suite 500
Orlando, Florida 32801

ARTICLE VI

The initial board of directors shall consist of 3 members. The names and addresses of the persons who will serve on the initial board of directors are:

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SECRETARY OF STATE
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00 AUG 17 AM 10:59

Name

Address

Robert Alvira

1017 Wyckoff Avenue, #2B
Ridgewood, NY 11385

Thomas Sanders

1377 Carols Ct.
Valley Stream, NY 11580

Edwin Ambert

1680 The Oaks Blvd.
Kissimmee, Florida 34746

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

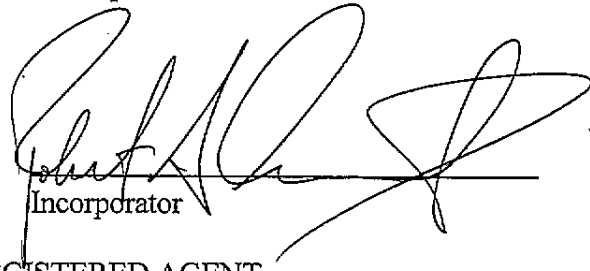
Name

Address

Robert G. Clements

37 North Orange Ave., Suite 500
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 16th day of August, 2000.

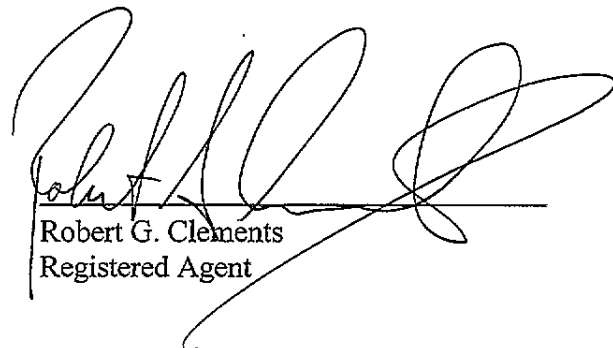


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BORICUA ENTERPRISES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

This 16th day of August, 2000.



Robert G. Clements
Registered Agent