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00 OCT 25 PM 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 875354 169624B

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 25, 2000

ORDER TIME : 11:49 AM

ORDER NO. : 875354-005

CUSTOMER NO: 169624B

CUSTOMER: Mr. Peter M. Feaman
Buckingham Doolittle &
Burroughs
Suite 480
2500 N. Military Trail
Boca Raton, FL 33431

200003439112--6
-10/25/00--01051--011
*****78.75 *****78.75

DOMESTIC FILING

NAME: ROCHA PINTO, 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: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: Pat 10/25/00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 25 PM 12:57
NOTED
TO ADOPTIVE
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION

OF

ROCHA PINTO, INC.

FILED

00 OCT 25 PM 1:47

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 - NAME

The name of the Corporation ("Corporation") shall be ROCHA PINTO, INC.

ARTICLE II + PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 816 S. E. 9th Street, Suite D-1, Deerfield Beach, FL. 33441.

ARTICLE III - SHARES

The maximum number of shares the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, all of which shall be Common Shares with par value of \$0.10 per share.

ARTICLE IV - REGISTERED AGENT

The initial street address of the Corporation's registered office is 816 S. E. 9th Street, Suite D-1, Deerfield Beach, FL 33441. The initial registered agent for the Corporation at that address is David Pinto.

ARTICLE V - OFFICERS & DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less than one. The name and address of the person who will serve on the initial Board of Directors is:

David Pinto
816 S.E. 9th Street, Suite D-1
Deerfield Beach, FL 33441

ARTICLE VI + INCORPORATION

The name and street address of the person signing these Articles of Incorporation is:

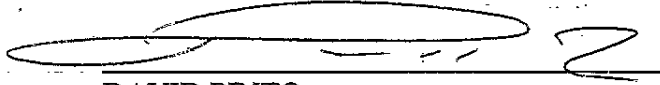
David Pinto
816 S. E. 9th Street, Suite D-1
Deerfield Beach, FL 33441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on 10/24/2000.



DAVID PINTO

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for ROCHA PINTO, INC. at the place designated in the above Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DAVID PINTO



Date: 10/24/2000