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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JOSE ASSAF Y OLGA DE ASSAF (Corporation Name) (Document #)

2. FOUNDATION, INC. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

RECEIVED 00 DEC - 1 AM 11: 12

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 DEC - 1 PM 1: 48

Table with 2 columns: Filing Type, Selection. Rows: Profit (checked), NonProfit, Limited Liability, Domestication, Other.

Table with 2 columns: Amendment Type, Selection. Rows: Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger.

Table with 2 columns: Other Filings, Selection. Rows: Annual Report, Fictitious Name, Name Reservation.

Table with 2 columns: Registration/Qualification, Selection. Rows: Foreign, Limited Partnership, Reinstatement, Trademark, Other.

Examiner's Initials [Signature]

Handwritten signature and date 12/1/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
JOSE ASSAF Y OLGA DE ASSAF FOUNDATION, INC.

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation, a corporation organized under the laws of the State of Florida and all rights duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

JOSE ASSAF Y OLGA DE ASSAF FOUNDATION, INC.

ARTICLE II

The corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation.

ARTICLE IV

The aggregated number of shares which this corporation shall have authority to issue is the total of 100 shares, having an individual par value of \$100.00 each, and shall be only common class of stock on this corporation. The number of shares shall be divided as follows:

FERNANDO PEREZ CASTRO 100 Shares

Prepared by: BOSCO LORIO
7171 CORAL WAY, SUITE 400
MIAMI, FL 33155

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Jose Assaf Y Olga de Assaf Foundation, Inc.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida has named

FERNANDO PEREZ CASTRO
7171 CORAL WAY, SUITE 400
MIAMI, FL 33155
(Street address and number of building
Postal Office Box address not acceptable)

City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.

BY _____
Signature
Register Agent

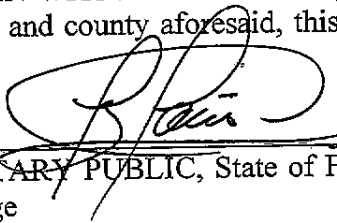
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

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BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared FERNANDO PEREZ CASTRO, known to me to be the persons who executed the foregoing Articles Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20th day of NOVEMBER, 2000.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:

