

Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : GARCIA & AVELLAN, P.A.
Account Number : 105214001016
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FLORIDA PROFIT CORPORATION OR P.A.

SM - LAND CORPORATION

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**ARTICLES OF INCORPORATION FOR
SM-LAND CORPORATION**

ARTICLE I: NAME/PRINCIPAL OFFICE ADDRESS

The name of the corporation shall be SM-Land Corporation, and its principal address shall be 4131 Laguna Street, Coral Gables, Florida 33146.

ARTICLE II: NATURE OF BUSINESS

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

ARTICLE III: SHARES OF STOCK/PAR VALUE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares at \$0.001 par value for each share.

ARTICLE IV: REGISTERED AGENT

The following is designated as resident agent for the corporation: Liliana V. Avellan, Esq., Garcia & Avellan, P.A., 201 Alhambra Circle, Suite 500, Coral Gables, Florida 33134.

ARTICLE V: DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders. The name and address of the initial directors are:

| | |
|---------------------|---|
| Salustiano Piñeiro | 4131 Laguna Street, Coral Gables, Florida 33134 |
| Maria Luisa Picon | 4131 Laguna Street, Coral Gables, Florida 33134 |
| Manuel V. Pose | 4131 Laguna Street, Coral Gables, Florida 33134 |
| Roberto M. Martinez | 4131 Laguna Street, Coral Gables, Florida 33134 |


ARTICLE VI: PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is: Liliana V. Avellan, Esq., Garcia & Avellan, P.A. 201 Alhambra Circle, Suite 500, Coral Gables, Florida 33134.

Dated: 12-12-00


Liliana V. Avellan, Incorporator

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Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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 am familiar with and accept the obligations of my position as registered agent.


Liliana V. Avellan, Registered Agent

This instrument was prepared by:
Liliana V. Avellan, Esq.
Florida Bar No.: 987735
Garcia & Avellan, P.A.
201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134
Tel. (305) 447-0026
Fax (305) 447-1280

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