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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

2302 TEQUESTA THREE, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

2302 TEQUESTA THREE, INC.

ARTICLE I
NAME

The name of this corporation is: 2302 TEQUESTA THREE, INC.

ARTICLE II
PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is:

1500 San Remo Avenue, Suite 177, Coral Gables, FL 33146

ARTICLE III
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Thousand 1000 shares of \$1.00 par value common stock.

Prepared by: Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #177, Coral Gables, FL 33146
Telephone (305)666-6010

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Reno Ave. #177 Coral Gables, FL 33146, and the name of the registered agent of this corporation is Bared & Associates, P.A.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The names and address of the initial directors of this corporation are:

Director:	Oswaldo Perez Blanco c/o Bared & Associates, P.A. 1500 San Remo Avenue, Suite 177 Coral Gables, FL 33146
Director:	Yuraima Parra de Perez c/o Bared & Associates, P.A. 1500 San Remo Avenue, Suite 177 Coral Gables, FL 33146
Director:	Daniela Rebeca Perez c/o Bared & Associates, P.A. 1500 San Remo Avenue, Suite 177 Coral Gables, FL 33146

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
Laura C. Tapla, Esq., 1500 San Reno Ave., Suite 177, Coral Gables, FL 33146.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

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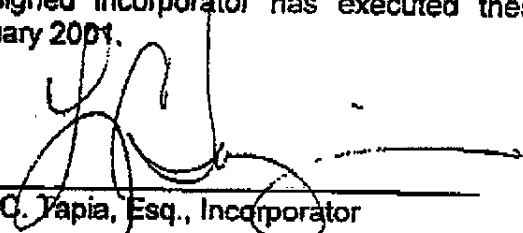
**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XI
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 25th day of January 2001.



Laura C. Tapia, Esq., Incorporator

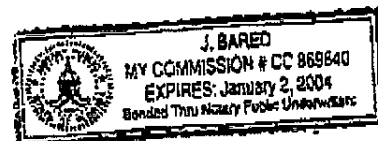
SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 25th day of January 2001.



NOTARY PUBLIC

My commission expires:

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue, Suite 177
Coral Gables, FL 33146
Telephone (305) 666-6010



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H01 000011377**ACCEPTANCE OF REGISTERED AGENT
FOR
2302 TEQUESTA THREE, INC.**

Having been named to accept service of process for 2302 TEQUESTA THREE, INC. Pursuant to Article VI of the Articles of Incorporation, 2302 TEQUESTA THREE, INC. I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on January 25th, 2001


PABLO R. BARED

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Ave.
Suite 177
Coral Gables, Fl. 33146
Telephone (305) 666-6010

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