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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFTT CORPORATION OR P.A.**SECOND EL RANCHO VERDE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

For

Second El Rancho Verde, Inc.

Acting as incorporator of a corporation under the Florida General Corporation Act, the undersigned, a natural person competent to contract, adopts the following Articles of Incorporation for such Corporation.

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First

The name of the Corporation is: Second El Rancho Verde, Inc.

Second

The period of duration of the Corporation is to be perpetual.

Third

The purpose or purposes for which the Corporation is organized is to engage in and conduct any and all business activities permitted under the laws of the United States and of the State of Florida.

Fourth

The aggregate number of shares which the Corporation is authorized to issue is: 1,000 (ONE THOUSAND). Such shares shall be of Common Stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share. The holders of the outstanding capital stock shall be entitled to receive, when, and as declared by the Board of Directors, dividends payable in cash, in property, or in shares of the unissued capital stock of the Corporation. The Common Shares of the Corporation are not to be divided into classes.

Fifth

The street address of the initial Registered Office of this Corporation is: 5190 N. W. 167th St. - Suite 105, Miami Lakes, FL 33014.

The name of the initial Registered Agent is: Roy E. Gushwa, currently located at: 5190 N. W. 167th St. Miami Lakes, FL 33014. FL 33180.

The principal office and mailing address of the Corporation is also: 5190 N. W. 167th St - Suite 105, Miami Lakes, FL 33014.

Sixth

The Corporation shall have two (2) Directors, initially. The number of Directors may be either increased or decreased, from time to time, by the By-Laws, but, shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

John Lichten, 5190 N. W. 167th St - Suite 105, Miami Lakes, FL

Burton Lichten, 425 E. 58th St. New York, NY 10022

Seventh

The name and address of the initial incorporator and person signing these Articles of Incorporation is: John Lichten, at the same address as the Corporation.

Eighth

The shareholders shall have the power to adopt, amend, alter, change, and repeal the Articles of Incorporation when proposed and approved at a Shareholders' Meeting, with an affirming vote of no less than a majority of the outstanding Common Stock.

Ninth

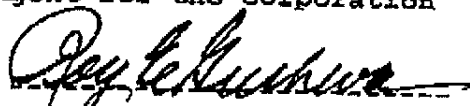
Shares held by the initial shareholders may not be sold or otherwise transferred to another person unless first offered to the remaining shareholders, or to this Corporation, at prices and terms, which, at the time within which those shares may be offered and sold, shall be further specified as the prices at which such shares are offered to others.

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Tenth

The shareholders shall have pre-emptive rights to purchase at prices, terms, and conditions, which shall be fixed by the Board of Directors, such of the stock of this Corporation as may be used for money, or any property or service, from time to time, which would increase that stock authorized and issued by the Corporation.

Pursuant to the FIFTH Article above, I herewith accept designation as initial Registered Agent for the Corporation


Roy E. Gushwa

IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation, at: MIAMI, DADE COUNTY, Florida this 12th day of June, 2001.


John Lichten

State of: Florida
County of: DADE

The foregoing instrument was acknowledged before me on this date June 9, 2001, by: John Lichten, President of Second El Rancho Verde, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.



OFFICIAL NOTARY SEAL
VELDA HORTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC003206
MY COMMISSION EXP. FEB. 9, 2003

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