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Requester's Name

LAW OFFICES

George L. Combaluzien

5761 S. W. 15TH STREET

WEST MIAMI, FLORIDA 33144

01 AUG-99 AM 7:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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(Corporation Name) (Document #)
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NEW FILINGS

- Profit
- Not for Profit
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- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials
8-14-01
WCC

**ARTICLES OF INCORPORATION
OF
ESQUINA COLONIAL, INC.**

FILED
01 AUG -9 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is Esquina Colonial, Inc., and its principal office and mailing address is 5761 SW 15th Street, West Miami, Florida 33144

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be one thousand (1,000) shares of voting common stock with \$1.00 par value share.

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 5761 SW 15th Street, West Miami, Florida 33144. The initial Registered Agent at that address is George L. Combaluzier.

ARTICLE VII
INCORPORATOR

The name and address of the incorporators are: Erick Rafael Rosales, 4041 Pine Ridge Lane, Weston, Florida 33331 and Ana Maria Monteagudo, 12355 SW 192nd Terrace, Miami, Florida 33177.

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him/her in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

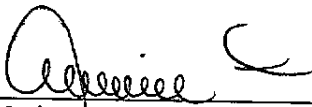
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence upon the filing of these Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 25 day of July, 2001.



Ana Maria Monteagudo

STATE OF FLORIDA)
)
COUNTY OF DADE)

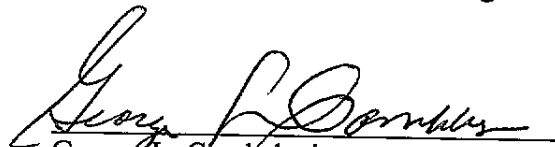
The foregoing instrument was acknowledged before me this 25 day of JULY, 2001 by ANA MARIA MONTEGRO who is personally known to me or who has produced PERSONALLY KNOWN as identification.


NOTARY PUBLIC
Print Name GEORGE L. COMBALUZIER

My Commission Expires  George L. Combaluzier
Commission # DD 046859
Expires Aug. 1, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for
Esquina Colonial, Inc.


George L. Combaluzier