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October 3, 2001

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Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33201

RE: PONCE DAVIS ESTATES, INC.

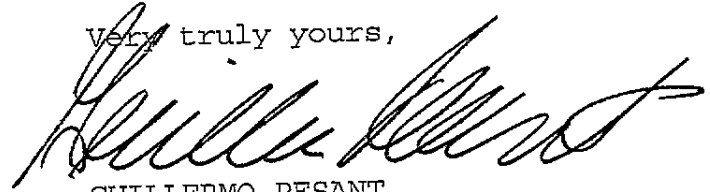
Gentlemen:

Enclosed are the following:

1. Original and a copy of the articles of incorporation the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,

  
GUILLERMO PESANT

FILED  
01 OCT -8 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GP:mh

Enclosures

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ARTICLES OF INCORPORATION

OF

PONCE DAVIS ESTATES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is

PONCE DAVIS ESTATES, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

5001 S.W. 74<sup>TH</sup> Court  
Suite 101  
Miami, Florida 33155

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

FILED  
01 OCT - 8 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 5. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 6. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

FRANCISCO JOSE DIAZ  
5001 S.W. 74<sup>TH</sup> Court  
Suite 101  
Miami, Florida 33155

**Article 7. Initial Board of Directors**

This corporation shall have THREE directors initially.

The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

FRANCISCO JOSE DIAZ, President  
MIGUEL A. RUIZ, Vice-President  
FRANCISCO DIAZ, Secretary/treasurer  
5001 S.W. 74<sup>TH</sup> Court  
Suite 101  
Miami, Florida 33155

**Article 8. Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is:

FRANCISCO JOSE DIAZ  
5001 S.W. 74<sup>TH</sup> Court  
Suite 101  
Miami, Florida 33155

#### Article 9. Amendment of Articles

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

#### Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### Article 11. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

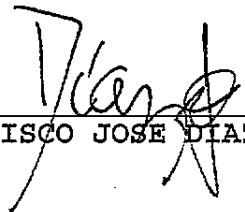
Article 12. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 5 day of Oct., 2001.

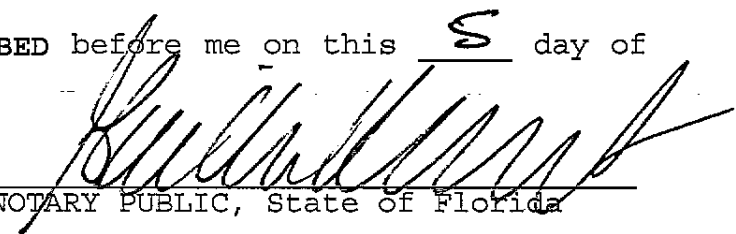
  
\_\_\_\_\_  
FRANCISCO JOSE DIAZ

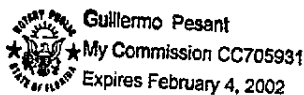
STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )

ss:

BEFORE ME, the undersigned authority, personally appeared, FRANCISCO JOSE DIAZ, to me known to be the person, who executed the foregoing Articles of Incorporation after producing Florida driver's license, and he, acknowledged to and before me that he, executed such instrument.

Oct SWORN TO AND SUBSCRIBED before me on this 5 day of \_\_\_\_\_, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



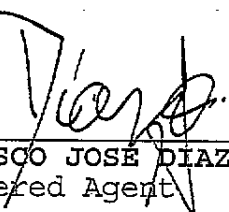
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE AND DESIGNATING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That PONCE DAVIS ESTATES, INC., desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation in the City of  
Miami, County of Dade, State of Florida, has FRANCISCO JOSE DIAZ  
5001 S.W. 74<sup>TH</sup> Court, Suite 101, City of Miami, County of Miami-  
Dade, State of Florida 33155 as its registered agent accept  
service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service  
of process for the above named Corporation, at the place  
designated in this certificate, I hereby accept to act in this  
capacity, and agree to comply with the provisions of said Act  
relative to keeping said office open.

  
\_\_\_\_\_  
FRANCISCO JOSE DIAZ  
Registered Agent

FILED  
01 OCT -8 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA