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PEÑALVER & PEÑALVER  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
1101 BRICKELL AVENUE  
SUITE 1700  
MIAMI, FLORIDA 33131

RAFAEL A. PEÑALVER, JR.  
AURORA PEÑALVER SALAS

TELEPHONE  
(305) 579-9000

TELEFAX: (305) 371-6117

VIA FEDERAL EXPRESS

November 15, 2001

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

100004685461--7  
-11/16/01--01061--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: BANINVEST INVESTMENT, CORP.

Dear Sir/Madam:

Enclosed please find PEÑALVER & PEÑALVER, P.A. check no. 3251 in the amount of 78.75 and Articles of Incorporation for Baninvest Investment, Corp.. Please incorporate and return a certified copy of the Articles in the self-addressed-stamped envelope provided.

Thank you for your attention to this matter.

Sincerely,

PENALVER & PENALVER, P.A.

*Claudia Orozco*

Claudia Orozco  
For the Firm

/co

Encl.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE NOV 19 2001

ARTICLES OF INCORPORATION

OF

BANINVEST INVESTMENT, CORP.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and to form a corporation under the laws of the State of Florida, hereby declares:

ARTICLE I - NAME

The name of this Corporation is BANINVEST INVESTMENT, CORP.

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence its existence on its filing date.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of One Thousand (1000) shares of common stock, all having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence its business operations is One Thousand Dollars (\$1,000.00).

ARTICLE VI - INITIAL OFFICE

The street address and mailing address of the initial office of the Corporation is: 4610 N.W. 102 Place, Miami, Florida 33178.

ARTICLE VII - REGISTERED AGENT

The name of the registered agent authorized to accept service of process on behalf of the Corporation is Aurora Penalver, Esq. at: 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than two (2).

ARTICLE IX - INITIAL DIRECTORS

The name and street address of the initial members of the Board of Directors of this Corporation is:

NAME	ADDRESS
MANUEL WILSON	4370 N.W. 93rd Doral Ct. Miami, Florida 33178
NESTOR LUIS NEGRON	4610 N.W. 102 Place Miami, Florida 33178

ARTICLE X - INCORPORATORS

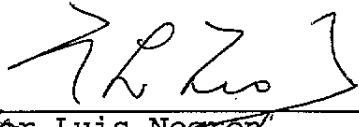
The name and street address of the subscriber to these Articles of Incorporation is:

NESTOR LUIS NEGRON	4610 N.W. 102 Place Miami, Florida 33178
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ARTICLE XI - MISCELLANEOUS

Throughout this document any pronouns used in connection herewith shall be construed to include the plural as well as the singular number, and the masculine, feminine and neuter gender, whenever and wherever the context so admits or requires.

The undersigned subscriber has executed these Articles of Incorporation this 14 day of November, 2001.

  
\_\_\_\_\_  
Nestor Luis Negron  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is BANINVEST INVESTMENT, CORP.

2. The name and address of the registered agent and office is: AURORA PENALVER, ESQ. located at 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for BANINVEST INVESTMENT, CORP. 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: November 14, 2001.

  
AURORA PENALVER  
Resident Agent