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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

river plate ii, corp.

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ARTICLES OF INCORPORATION OF
RIVER PLATE II, CORP.
A FLORIDA CORPORATION

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is RIVER PLATE II, CORP., and the mailing address and the street of the principal office of the corporations shall be 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the real estate business;
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 700, Miami, Florida 33131, and the name of its initial registered agent at such address, is GRISALES & ALFANO, LLC.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation are two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: Carlos Arturo Bas (President)

Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

Name: Maria Elisa Bustamante de Bas (Vice-president)

Address: 9781 East Bay Harbor Drive, Bay Harbor Island, Florida 33154.

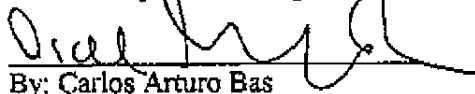
ARTICLE SEVEN

INCORPORATORS

The name of the incorporator is:

Name: PAMPLINAS ESTATE HOLDINGS LTD., a British Virgin Islands Corporation.

Executed by the undersigned at on December 26, 2001


By: Carlos Arturo Bas

A.T.B.


By: Maria Elisa Bustamante de Bas

A.E.B.

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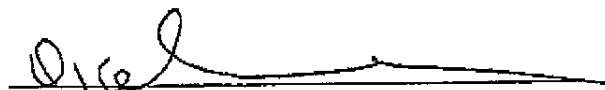
Designation and Acceptance of Registered Agent

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

1. The name of the Corporation is RIVER PLATE II, CORP.
2. The name of the registered agent is GRISALES & ALFANO, LLC
3. The address of the registered agent/principal office is 999 Brickell Avenue, Suite 700 Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.



By: OSCAR GRISALES-RACINI, ESQUIRE
For the Firm

Date: December 26, 2001

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