

P0200000/5724

EXCEL ONE TITLE SERVICES, INC.

Insurance • Title • Attorneys

January 28, 2002

FILED
02 FEB -7 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Felix Pollock
Jorge Rodriguez
25395 S.W. 189th Avenue
Miami, Florida 33031

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-02/07/02--01075--004
*****78.75 *****78.75

Re: _ Hacienda Santa Madre Enterprises, Inc.

Preparation of Articles of Incorporation	\$150.00
Filing Fee with Florida Department of State	<u>78.75</u>
Total	\$228.75

9260 Sunset Drive, Suite #219, Miami, Florida 33173 Telephone (305) 275-0441 Facsimile (305) 275-0442

J. BRYAN FEB 12 2002

ARTICLES OF INCORPORATION
OF
HACIENDA SANTA MADRE ENTERPRISES, INC.

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ARTICLE I

The name of the corporation is HACIENDA SANTA MADRE ENTERPRISES, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 25395 S.W. 189th Avenue, Miami, Florida 33031.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Share Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 25395 S.W. 189th Avenue, Miami, Florida, 33031, and the name of the initial registered agent at such office is Felix Pollock.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

**Felix Pollock
Director and President
25395 S.W. 189th Avenue
Miami, Florida 33031**

**Jorge Rodriguez
Director and Vice President
25395 S.W. 189th Avenue
Miami, Florida 33031**

**Felix Pollock
Treasurer
25395 S.W. 189th Avenue
Miami, Florida 33031**

**Felix Pollock
Secretary
25395 S.W. 189th Avenue
Miami, Florida 33031**

ARTICLE VII

The name of the Incorporator is Felix Pollock and the address of the Incorporator is 25395 S.W. 189th Avenue, Miami, Florida 33031.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

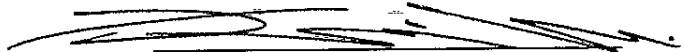
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28 day of January, 2002.



Felix Pollock, Incorporator

ARTICLE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **HACIENDA SANTA MADRE ENTERPRISES, INC.**, accepts such designation and is familiar with and accepts, the obligations of such position, as provided in Florida Statutes 607.0505.



Felix Pollock, Registered Agent

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