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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314
April 22, 2002

Re: Cabeza Holdings, Corp.

Dear Sir or Madam:

Enclosed please find an original and two copies of the articles of incorporation and a check in the amount of \$87.50 for the filing fee, certified copy, and certificate of status. Please send the certified copy and the certificate of status to 6558 NW 113 Place, Miami, FL 33178.

Very truly yours,

Guillermo J. Cabeza

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ARTICLES OF INCORPORATION
OF
CABEZA HOLDINGS CORP.

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ARTICLE I

The name of the corporation is Cabeza Holdings Corp.

ARTICLE II

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

6558 N.W. 113th Place
Miami, Florida 33178

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$0.01	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 By-laws; or
- (2) If the holders of not less than 50 percent of the persons 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 6558 N.W. 113th Place, City of Miami, County of Miami-Dade, State of Florida 33178, and the name of its initial registered agent at such office is Guillermo J. Cabeza.

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 is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Guillermo J. Cabeza.
6558 N.W. 113th Place
Miami, Florida 33178

ARTICLE VII

The name and address of the Incorporator is:

Guillermo J. Cabeza.
6558 N.W. 113th Place
Miami, Florida 33178

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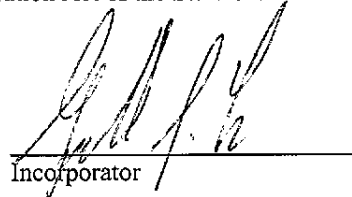
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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE VIII

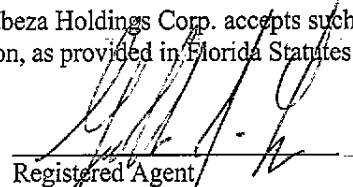
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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 18th day of April 2002.


Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named Registered Agent of Cabeza Holdings Corp. accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.


Registered Agent
Dated: April 18, 2002