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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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2002 JUN -5 PM 3:33
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

santa fe developers inc.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SANTA FE DEVELOPERS INC.

ARTICLE I

The name of this Corporation is Santa Fe Developers Inc., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

PREPARED BY:
MARIA FERNANDEZ-VALLE, ESQ.
10570 N.W. 27 Street Unit 103
Miami, Florida 33172
Phone # (305) 448-7706
FLORIDA BAR # 371564

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and the Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida:

Maria Fernandez Valle, Esq.
10570 N.W. 27 Street
Unit 103
Miami, Florida 33172

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of the business is:

11030 N. Kendall Drive
Suite 100
Miami, Florida 33176

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have three directors. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than one.

ARTICLE VII

The name of the initial directors of the corporation and their addresses are:

Frank Robles
11030 N. Kendall Drive
Suite 100
Miami, Florida 33172

Eric D. Isenbergh
9950 Princess Palm Ave.
Suite 102
Tampa, Florida 33619

Alejandro Robles
11030 N. Kendall Drive
Suite 100
Miami, Florida 33172

The persons named as the initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the Incorporators is:

Maria Fernandez Valle, Esq.
10570 N.W. 27 Street
Unit 103
Miami, Florida 33172

ARTICLE IX

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder meeting by at least a majority of the stock


entitled to vote, unless all of the directors and all of the shareholder sign written statement manifesting their intention that a certain amendment of this article be made.

ARTICLE X

PREEMPTIVE RIGHTS

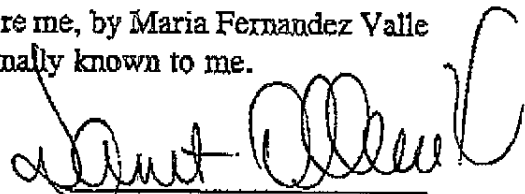
The shareholder of the corporation shall have preemptive rights.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 3rd day of June, 2002.

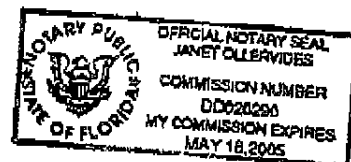

Maria Fernandez Valle

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me, by Maria Fernandez Valle on this 3rd day of, June, 2002, who is personally known to me.


Name of Notary

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That, Santa Fe Developers Inc., a Florida Corporation desiring to organize and qualify under the Laws of the State of Florida with its principal place of business at the City of Miami, Florida has named, Maria Fernandez Valle, Esq., at 10570 N.W. 27 Street Unit 103 Miami, Florida 33172, Agent to accept service of process within the State of Florida.

SECOND That Santa Fe Developers Inc., hereby names 11030 N. Kendall Drive Suite 100 Miami, Florida 33172 as its principal place of business.

Signature

Maria Fernandez Valle

Title Incorporator

Date:

6-4-02

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature

Maria Fernandez Valle

Date:

6-4-02

SECRETARY OF STATE
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