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REFERENCE : 775909 4311473

AUTHORIZATION :

Patricia Pajute

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -9 PM 1:04

ORDER DATE : October 9, 2002

ORDER TIME : 10:33 AM

ORDER NO. : 775909-005

CUSTOMER NO: 4311473

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CUSTOMER: Jackie Gerstenfeld, Paralegal
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.a.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: BATCAVE INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

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20-9-02
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**ARTICLES OF INCORPORATION
OF
BATCAVE INVESTMENTS, INC.**

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is **BATCAVE INVESMENTS, INC.** The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Fl. 33130.

ARTICLE II - PURPOSE

This corporation may engage in, conduct and transact any and all lawful business. This corporation shall have perpetual existence.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, of One Dollar (\$1.00) par value each.

**ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200, 150 West Flagler St. Miami, Florida, 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence as of the date on which these Articles of Incorporation are filed with the office of the Secretary of State of Florida.

ARTICLE VI **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one nor more than seven.

The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Luis Alberto Baptista	740 Escobar Avenue Coral Gables, FL 33134
Florence Cave	Club Tower Three 781 Crandon Boulevard Unit 801 Key Biscayne, FL. 33149

VII ARTICLE - OFFICERS

This corporation shall have a President, Vice President, Secretary, Treasurer and Assistant Secretary. It shall have such additional officers as the Board of Directors may from time to time designate. The officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Luis Alberto Baptista
Vice President:	Florence Cave
Secretary/Treasurer:	Florence Cave
Assistant Secretary	Owen S. Freed

VIII ARTICLE - INCORPORATOR

The person signing these Articles of Incorporation as incorporator is OWEN S. FREED, whose address is Suite 2200, 150 West Flagler Street, Miami, Florida 33130.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders of this corporation.


ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of October, 2002.



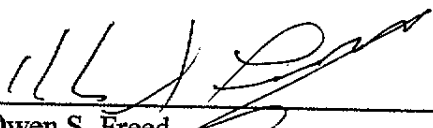
Owen S. Freed
Incorporator

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REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation **BATCAVE INVESTMENTS, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 8 day of October, 2002.



Owen S. Freed
Registered Agent