

P02000114042

ACCOUNT NO. : 072100000032

REFERENCE : 772405 3460C

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$78.75

ORDER DATE : October 7, 2002

ORDER TIME : 10:17 AM

ORDER NO. : 772405-005

CUSTOMER NO: 3460C

CUSTOMER: Claire Scott, Legal Assistant
Robert W. Stewart, P.a.

Suite 1006
999 Brickel Ave
Miami, FL 33131

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DOMESTIC FILING

NAME: E.S. MANAGEMENT CORP.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

EFFECTIVE

file 10-8-02 10-1-02

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT -8 PM 1:39

W2 29213

RR 10/2



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 14, 2002

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: ESPIRITO SANTO MANAGEMENT CORP.
Ref. Number: W02000029213

We have received your document for ESPIRITO SANTO MANAGEMENT CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 702A00056523

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 OCT 23 AM 11:42

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EFFECTIVE DATE
10-1-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT -8 PM 1:39

ARTICLES OF INCORPORATION
OF
ESPIRITO SANTO MANAGEMENT CORP.

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

Article I.

CORPORATE NAME

The name of the corporation shall be Espirito Santo Management Corp.

Article II.

STREET ADDRESS

The street address of the initial principal office of the corporation shall be 1401 Brickell Avenue, Suite 340, Miami, Florida 33131.

Article III.

AUTHORIZED SHARES

The number of shares the corporation is authorized to issue shall be ten thousand (10,000) shares of common stock with a par value of \$1.00 per share that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

Article IV.

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

Article V.

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is ROBERT W. STEWART, P.A.

Article VI.

INCORPORATOR

The name and address of the incorporator is:

WILLIAM N. ROSS
1401 Brickell Avenue
Suite #340
Miami, Florida 33131

Article VII.

DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

WILLIAM N. ROSS
1401 Brickell Avenue
Suite #340
Miami, Florida 33131

Article VIII.

PURPOSE

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article XIX.

INDEMNIFICATION

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850 or any successor statute thereto.

Article X.

BY LAWS

The power to alter, amend or repeal by-laws is reserved to the shareholders of the corporation.

Article XI.

ARTICLES OF INCORPORATION

The power to amend the articles of incorporation of the corporation is reserved to the shareholders of the corporation.

XII.

PREFERENCES

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

Article XIII.

DIVISION OF SHARES

The corporation may effect a division or combination of its shares only by action of the shareholders of the corporation.

XIV.

RESTRICTIONS ON TRANSFER OF SHARES

Any transfer of shares of the corporation shall obligate a shareholder of the corporation first to offer the other shareholders an opportunity to acquire the shares proposed for transfer as per terms and conditions from time to time set forth in the by-laws of the corporation.

Article XV.

ACTION BY SHAREHOLDERS

Action required or permitted to be taken at an annual or special meeting of shareholders maybe taken without a meeting, without prior notice and without a vote if the action is taken by the holders of all of the outstanding shares of the stock of the corporation.

Article XVI.

CUMULATIVE VOTING


All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

XVII.

EFFECTIVE DATE


The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 1st day of October, 2002.

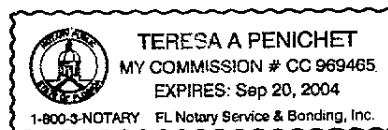

WILLIAM N. ROSS, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of September, 2002 by WILLIAM N. ROSS, who is personally known to me and who did take an oath.


NOTARY PUBLIC, State of Florida at Large

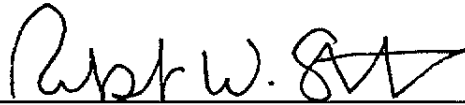
My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.

A handwritten signature in dark ink, appearing to read "Robert W. Stewart", written over a horizontal line.

ROBERT W. STEWART, President
Registered Agent

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TALLAHASSEE, FLORIDA
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