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FLORIDA PROFIT CORPORATION OR P.A.

PRIZE PROPERTY II, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
PRIZE PROPERTY II, INC.

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(24)
The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is **PRIZE PROPERTY II, INC.**, and mailing address of this corporation shall be: 1414 Northwest 107th Avenue, Suite 401, Miami, Florida 33172.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Thousand Shares (1000) shares of common stock at One Cent (\$.01) par value per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is: 1414 Northwest 107th Avenue, Suite 401, Miami, Florida 33172 and the initial registered agent of this corporation is **GEORGE L. CUESTA** at 1414 Northwest 107th Avenue, Suite 401, Miami, Florida 33172.

Prepared by: VILA & PADRON, P.A.
Rene Diaz, Esq. (Fla. Bar #0500003)
2100 Salgado Street, Suite 300
Coral Gables, FL 33134
(305) 461-4888

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ARTICLE VI

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: **GEORGE L. CUESTA, 1414 Northwest 107th Avenue, Suite 401, Miami, Florida 33172.**

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have **THREE (3)** directors initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one. The name and address of the initial directors shall be:

**MICHAEL M. CUESTA
WILLIAM C. CUESTA
GEORGE L. CUESTA**

**PRESIDENT
VICE PRESIDENT
SECRETARY**

ARTICLE VIII

BY-LAWS

The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

INDEMNIFICATION

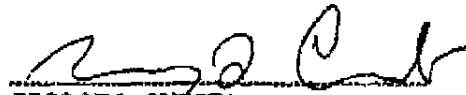
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 of April, 2003.



GEORGE L. CUESTA
Incorporator

Prepared by: VILA, & PADRON, P.A.
Rene Diaz, Esq. (Fla. Bar #0500003)
2100 Salzedo Street, Suite 300
Coral Gables, FL 33134
(305) 461-4888

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**CERTIFICATE OF REGISTERED AGENT
OF
PRIZE PROPERTY II, INC.**

Pursuant to Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That **PRIZE PROPERTY II, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business at 1414 Northwest 107th Avenue, Suite 401, Miami, Florida 33172, has named **GEORGE L. CUESTA** at 1414 Northwest 107th Avenue, Suite 401, Miami, Florida 33172 as agent to accept service of process within the State.

ACKNOWLEDGMENT

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

Dated this 15 day of April, 2003.

BY: 
GEORGE L. CUESTA

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