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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

portofino international developers, inc.

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**ARTICLES OF INCORPORATION
OF
PORTOFINO INTERNATIONAL DEVELOPERS, INC.**

Article 1: Name of Corporation: PORTOFINO INTERNATIONAL DEVELOPERS, INC.

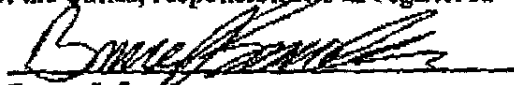
**Address of Corporation: 14707 South Dixie Highway, Suite 204
Miami, Florida 33176**

Article 2: CAPITAL STOCK: The number of share which the corporation has authorized to be outstanding at any one time is 1000.

PAR VALUE: \$1.00 (Information about PAR VALUE is not required but may be included)

Article 3: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
Bruce J. Smoler
2611 Hollywood Boulevard
Hollywood, Florida 33020

I am familiar with and hereby accept the duties, responsibilities as registered agent for said corporation.


Bruce J. Smoler
Signature of Registered Agent
Date: 4/18/83

Article 4: The board of directors are as follows:


The name and address of the Initial Director: (All persons listed after the first are additional directors)

- 1. Carlos Deleon, 14707 South Dixie Highway, Suite 204, Miami, Florida 33176
- 2. Ofer Zosman, 14707 South Dixie Highway, Suite 204, Miami, Florida 33176

Article 5: The Name and address of the incorporator is:

Bruce J. Smoler, 2611 Hollywood Boulevard, Hollywood, Florida 33020

In witness whereof, I have subscribed my name


Signature of Incorporator

Prepared By: Bruce J. Smoler
Florida Bar No. 821918
Smoler, Lerman, Beate & Whitehook, P.A.
2611 Hollywood Boulevard
Hollywood, Florida 33020
Telephone (954) 922-2811

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