

CAPITAL CONNECTION 85 224 1221 / 2 '03 53 NO 3 / 06
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Florida Department of State
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SEVENTH DISTRICT STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
WHITE PROPERTIES, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 15, 2003

YOUR CAPITAL CONNECTION, INC.

SUBJECT: WHITE PROPERTIES, INC.
REF: W03000029728

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is M03000000983.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-5934.

Loria Poole
Document Specialist
New Filings Section

FAX Aud. #: H03000296275
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CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
For
WHITE SAND HOLDINGS, INC.**

The undersigned for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be **WHITE SAND HOLDINGS, INC.**

**Article II
Purposes**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article III
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares each shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/or her to exercise his/or her preemptive rights.

Prepared by: Raul E. Salas, Esquire
Salas, Ede, Peterson & Lage, L.L.C.
6333 Sunset Drive
South Miami, Florida 33143
Phone No. (305) 663-0000
Florida Bar No. 982040

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The initial shareholders of the corporation and their corresponding interest shall be as follows:

Alvaro Sanchez	500 Shares
Blanca Sanchez	500 Shares

Article IV Duration

This corporation shall have perpetual existence.

Article V Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the Initial Directors (as well as the Office Designation) of this corporation are:

Alvaro Sanchez President	4890 SW 85 Street Miami, Fl. 33143
Blanca Sanchez Vice President/ Secretary	4890 SW 85 Street Miami, Fl. 33143

Article VI Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article VII Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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CAPITAL CONNECTION

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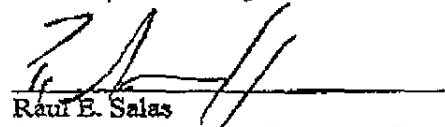
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on October 20, 2003.

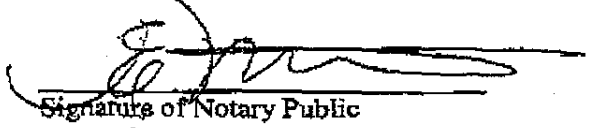

Raul E. Salas

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.


Raul E. Salas
Salas, Ede, Peterson & Lage, L.L.C.
633unset Drive
South Miami, Florida 33143

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The preceding or attached instrument was acknowledged before me on October 20th, 2003 by Raul E. Salas, who is personally known to me and did not take oath.


Signature of Notary Public

{Notary Seal}

OFFICIAL NOTARY SEAL ELEANOR M. NAVARRO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC93339 MY COMMISSION EXPIRES MAY 2, 2004

Eleanor M. Navarro
Print or Type Name of Notary Public

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