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OTHER FILINGS	REGISTRATION/ QUALIFICATION	
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Fictitious Name	Limited Partnership	
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Other

Examiner's Initials

Articles of Incorporation of ALBERTO ROCHA, INC •

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is ALBERTO ROCHA, /NC.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 8150 SW 79 Terr, in the City of Miami, County of Miami Dade. The name of its registered agent at such address is Alberto Rocha.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which ALBERTO ROCHA, INC. may be organized under the General Law of FLORIDA.

4. Capital Stock.

The total number of shares of capital stock that the ALBERTO ROCHA, INC shall have authority to issue is On hundred, all of which are to be common stock with One dollar.

5. Incorporator.

The name and mailing address of the incorporator is: Alberto Rocha, 8150 SW 79 Terr Miami FL 33143.

6. Existence.

The ALBERTO ROCHA, INC is to have perpetual existence.

7. Liability of Stockholders.

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

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the ALBERTO ROCHA, INC, and for defining, limiting and regulating the powers of the ALBERTO ROCHA, INC, the directors and the stockholders:

- (a) The books of the ALBERTO ROCHA, INC may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the ALBERTO ROCHA, INC shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the ALBERTO ROCHA, INC, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the ALBERTO

- ROCHA, INC, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the ALBERTO ROCHA, INC available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the ALBERTO ROCHA, INC, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the ALBERTO ROCHA, INC, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the ALBERTO ROCHA, INC, payment therefor may be made either to the ALBERTO ROCHA, INC or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) In case the ALBERTO ROCHA, INC shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any ALBERTO ROCHA, INC or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the ALBERTO ROCHA, INC, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the ALBERTO ROCHA, INC, as the case may be, acting upon or with reference to such contract or transaction.
- (i) The ALBERTO ROCHA, INC reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of InALBERTO ROCHA, INC in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.
- I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a ALBERTO ROCHA, INC pursuant to the General ALBERTO ROCHA, INC Law of the State of Florida, do make this Articles of InALBERTO ROCHA, INC, hereby

declaring and certifying that this is my act and deed and the facts herein stated are true,
and accordingly have hereunto set my hand this 25day of November 2003

I hereby accept the appointment as negatified agricult agree to act in this capacity.

Alberto Rocha

Registered agricult agricultation this day personally came before me, a Notary Public for

the State of Florida, Alberto Rocha, to me personally known to be the same person who executed the foregoing Articles of InALBERTO ROCHA, INC, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public

My commission expires:

ARNALDO FERNANDEZ

MY COMMISSION # DD 049194

EXPIRES: October 14, 2005

Bonded Thru Budget Notary Services