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FLORIDA PROFTT CORPORATION OR P.A.

BISCAYA AT FLORIDA CITY, INC.

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ARTICLES OF INCORPORATION
OF
BISCAYA AT FLORIDA CITY, INC.

THE UNDERSIGNED INCORPORATE (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:
BISCAYA AT FLORIDA CITY, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the law of the State of Florida, and any other State, Municipality and/or Territories of the United State of America, as fully and to the same extent as natural persons might do.

A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.

B. To lend money and negotiable loans, and generally to carry on, conduct, promote, operate and undertaken any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals business entities, capitalist, financiers, manufactures, agents, builders, brokers, dealers and others; to lend advance money or give credit to such expedient, to export and import to and from foreign countries, its agencies, business entities and individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.

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C. To purchases, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or conveniently for any of the purposes of this business, and to purchase, acquire any real or personal or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful the conduct of the business as above specified.

D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon or for any other purpose, to mortgage all or any part of the property corporal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgage, bills of exchange, promissory notes or other evidences of obligation.

E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country were it may operate for time to time.

ARTICLE III

The maximum number of shares of stock of this corporation shall be ONE HUNDRED (100) shares of Common Stock having a par value of ONE HUNDRED DOLLARS (\$100.00) ONE DOLLAR (\$ 1.00) each and to fully be paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-laws of the corporation.

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ARTICLE IV

The amount of Capital with which the corporation shall begin business shall be: ONE HUNDRED DOLLAR (\$100.00)

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office and resident address of this Corporation shall be:

406 SW 1ST ST
FLORIDA CITY, FL 33034

ARTICLE VII

The resident agent of the Corporation shall be:

MARIO FERNDEZ
406 SW 1ST ST.
FLORIDA CITY, FL 33034

The Board of Directors, in its discretion, may replace its resident agent at any time, with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

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ARTICLE VIII

The business and affairs of the corporation shall be conducted by the Board of Directors of not less than two (2) any more than five (5), in accordance with By-laws to be adopted by the Board of Directors, which are not in conflict with the provisions of these Articles of Incorporation.

ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

JOSE LOPEZ
406 SW 1ST ST.
FLORIDA CITY, FL 33034
I

DIRECTOR & PRESIDENT

RICARDO DAGERE
406 SW 1ST ST.
FLORIDA CITY, FL 33034

DIRECTOR, VICE-PRESIDENT
TREASURER

MARIO FERNANDEZ
406 SW 1ST ST.
FLORIDA CITY, FL 33034

DIRECTOR, SECRETARY

ANDRES AMADOR
406 SW 1ST ST.
FLORIDA CITY, FL 33034

DIRECTOR

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ARTICLE X

The names and addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least are as follows:

NAME	SHARES	CONSIDERATION
JOSÉ LOPEZ 406 SW 1 ST ST. FLORIDA CITY, FL 33034	33	\$33.00
RICARDO DAGERE 406 SW 1 ST ST. FLORIDA CITY, FL 33034	33	\$33.00
MARIO FERNADEZ 406 SW 1 ST ST. FLORIDA CITY, FL 33034	17	\$17.00
ANDRES AMADOR 406 SW 1 ST ST. FLORIDA CITY, FL 33034	17	\$17.00

In WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at the City of Miami, Florida, 19 days of APRIL 2004 for the uses and purposes aforesaid.



MARIO FERNANDEZ

I, the undersigned, herein accept the appointment as registered Agent.



MARIO FERNANDEZ

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in the State of Florida submits the following statement in designating the registered office/ registered agent, in the State of Florida.

- 1. The name of the corporation is:
BISCAYA AT FLORIDA CITY, INC.
- 2. The name and address of the registered agent and office is:

MARIO FERNANDEZ
(NAME)

406 SW 1 ST
(P. O. BOX NOT ACCEPTABLE)

FLORIDA CITY, FL 33034
(CITY/STATE/ZIP)

SIGNATURE 
(CORP. OFFICER)

DATE: November 8, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
NOVEMBER 8, 2004

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