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**FLORIDA PROFIT CORPORATION OR P.A.
POTOLO INVESTMENT CORP.**

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

June 2, 2005

EXPRESS

SUBJECT: POTOLO INVESTMENT CORP.
REF: W05000027322

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

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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Tim Burch
Document Specialist
New Filings Section

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ARTICLES OF INCORPORATION
of
POTOLO INVESTMENT CORP.

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ARTICLE I. NAME

The name of this corporation is POTOLO INVESTMENT CORP.

ARTICLE II. NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.

ARTICLE V. ADDRESS

The principle address of the corporation is:

2121 PONCE DE LEON
SUITE 1050
CORAL GABLES, FL 33134

and the name of the initial registered agent of this corporation at this address is:

CONSULTING SERVICES OF SOUTH FLORIDA, INC.
2121 PONCE DE LEON
SUITE 1050
CORAL GABLES, FL 33134

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ARTICLE VI. INITIAL OFFICERS

The corporation shall have one (1) officer, and the number of officers may be changed as provided in the bylaws. The name and address of the initial officer is:


VIZCAYA PACIFIC RIVER LTD
2121 PONCE DE LEON BLVD.
SUITE 1050
CORAL GABLES, FL 33134

PRESIDENT / SECRETARY

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this corporation is:

Antonio Garcia
2121 Ponce de Leon Blvd.
Suite 1050
Coral Gables, FL 33134


Antonio Garcia

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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: POTOLO INVESTMENT CORP.
2. The name and address of the registered agent and office is:

CONSULTING SERVICES OF SOUTH FLORIDA, INC.
2121 Ponce de Leon Blvd.
Suite 1050
Coral Gables, FL 33134

SIGNATURE *Antonio Garcia*
TITLE Incorporator
DATE June 1st, 2005

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 THE CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISION 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 *Antonio Garcia*
For: Consulting Services of South Florida, Inc.
DATE June 1st, 2005

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