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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

QUEPOS HOLDINGS, INC.

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ADORNO & YOSS

To: Division of Corporation
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From: Robert B. Macaulay

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Comments:

Quepos Holdings, Inc.

From the desk of ...

Robert B. Macaulay
Adorno & Yoss LLP
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Miami, Florida 33134

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Fax: (305) 503-7021

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P. 03/04

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**ARTICLES OF INCORPORATION
OF
QUEPOS HOLDINGS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is Quepos Holdings, Inc. Its principal office address is 200 mts Norte y 50 mts Este de Taller Romero Fournier, La Uruca, San Jose, Costa Rica, and its business mailing address is 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, Attention: Carlos Mas.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Carlos Mas, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Director shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Sergio Alvarado Delgado	200 mts Norte y 50 mts Este de Taller Romero Fournier La Uruca San Jose, Costa Rica

ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Carlos Mas	2525 Ponce de Leon Boulevard, Suite 400 Coral Gables, Florida 33134

Dated: May 15, 2006

By: 
Carlos Mas, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Quepos Holdings, Inc., at the place designated in the Articles of Incorporation, Carlos Mas agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: May 15, 2006

By: 
Carlos Mas, Registered Agent