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FAX: (904) 922-4000

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DIV CORP ELT FI P.28

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**ARTICLES OF INCORPORATION
OF
UNITED FIVE HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

The name of the corporation is: UNITED FIVE HOLDINGS, INC.

ARTICLE I

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE II

The maximum number of shares of capital stock that the corporation is authorized to issue is FIVE HUNDRED (500) shares, \$10.00 par value each share.

ARTICLE III

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

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

NAME

ADDRESS

JAIME E. CERVERA

260 Greenwood Drive
Key Biscayne, Florida 33149

ARTICLE V

The principal office of the corporation shall be located at: 260 Greenwood Drive, Key Biscayne, Florida 33149.

ELENA DE SOCARRAZ, ESQ.
FL. BAR NO. 599920
(305) 443. 1304
800 DOUGLAS RD. #160 #B
CORAL GABLES, FL 33134

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ARTICLE VI

The corporation shall have five (5) directors initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than three (3) directors. The names and addresses of each member of the Initial Board of Directors who shall hold office for the first year of existence of the corporation or until his or her successor(s) are elected or appointed and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
JAI ME E. CERVERA	260 Greenwood Drive Key Biscayne, Florida 33149
LUIS ALEJANDRO SANZ	260 Greenwood Drive Key Biscayne, Florida 33149
ARTURO GODINEZ	260 Greenwood Drive Key Biscayne, Florida 33149
.....	
JOSE LUIS VALDEZ	260 Greenwood Drive Key Biscayne, Florida 33149
ALBERTO DOMINGUEZ	260 Greenwood Drive Key Biscayne, Florida 33149

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ARTICLE VII

The street address of the initial registered office of the corporation is: 260 Greenwood Drive, Key Biscayne, Florida 33149, and the name of the initial registered agent of the corporation at that address is: JAIME E. CERVERA.

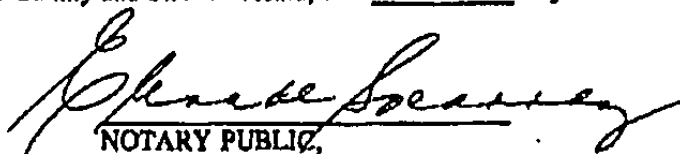
IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 10 day of JANUARY, 1995.


JAIME E. CERVERA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that JAIME E. CERVERA, to me personally known or who have produced _____ as identification, this day acknowledged before me that he executed the foregoing Articles of Incorporation; and I FURTHER CERTIFY that said person making said acknowledgement to be the individual described herein and who executed the said instrument.

WITNESS my hand and seal in the County and State aforesaid, this 10th day of January, 1995.


NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:



ILENA DE SOCAVAZ
My Commission CC298381
Expires JUL 18, 1997
Bonded by HAI
800-423-1544

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**CERTIFICATE OF SERVICE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That UNITED FIVE HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named JAIME E. CERVERA, 260 Greenwood Drive, Key Biscayne, Florida 33149, to accept service of Process within the State of Florida.


JAIME E. CERVERA
Incorporator

JANUARY 10, 1995.

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JAIME E. CERVERA
Registered Agent

JANUARY 10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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