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MAX D. PUYANIC

BRICKELL WEST
51 S.W. NINTH STREET
MIAMI, FLORIDA 33130

MAX D. PUYANIC
ERIC M. FISCHER

TEL: (305) 373-0220
FAX: (305) 358-9023

January 11, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
95 JAN 17 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: MANZOLILLO INVESTMENTS, INC..

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation for the above referenced entity together with a photocopy of the same. You will also find enclosed our check in the amount of \$122.50 representing the following:

Filing Fee:	\$35.00
Registered Agent Fee:	35.00
Certified Copy:	52.50

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***122.50 ***122.50

We look forward to receipt of the certified copy and have provided a self-addressed stamped envelope for your convenience. Thank you for your cooperation. If there are any questions, please contact my office at (305) 373-0220.

Sincerely,

Carolyn H. Kent

Enc.

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ARTICLES OF INCORPORATION
OF
MANZOLILLO INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: **MANZOLILLO INVESTMENTS, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9501 FOUNTAINEBLEAU BOULEVARD, SUITE 501
MIAMI, FLORIDA 33172

ARTICLE III

NATURE OF THE CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

TERMS OF EXISTENCE

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office of the State of Florida shall be:

INITIAL REGISTERED AGENT: Max D. Puyanic

INITIAL REGISTERED OFFICE: 51 SW 9 Street, Miami, Florida 33130

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two. The number of Directors may be either increased or decreased from time to time by amendment to the By-Laws but shall never be less than the number of the initial Board of Directors.

The name and address of the Directors are:

NAME: Detlef Arno Roever
ADDRESS: 9501 Fountainebleau Boulevard, Suite 501
Miami, Florida 33172

NAME: Alexandra Manzolillo
ADDRESS: 9501 Fountainebleau Boulevard, Suite 501
Miami, Florida 33172

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR: Max D. Puyanic
ADDRESS: 51 SW 9 Street, Miami, Florida 33130

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE XI

RIGHT TO AMEND

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII

VOTING RIGHTS

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

W S R
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT**

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.

Max D. Puyanich

Max D. Puyanich

Date: JANUARY 17, 1995

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of JANUARY, 1995 by Max D. Puyanich who is personally known to me.

Carolyn Hutchison
Notary Public

(seal)



CAROLYN HUTCHISON
My Comm Exp. 10/28/96
Bonded By Service Ins
No. CC239231
 Personally Known Other