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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

February 6, 1995

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

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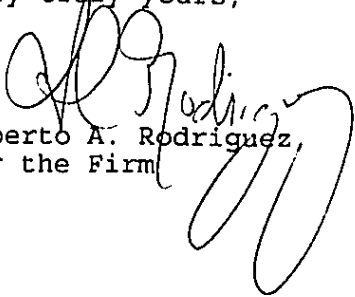
Re: Articles of Incorporation of CNC Ranch, Inc.
Our File No. 653.64

Gentlemen:

Enclosed please find two (2) original Articles of Incorporation of CNC Ranch, Inc. along with our check in the amount of \$122.50. Please return a certified copy to the undersigned in the enclosed FedEx envelope.

If you should have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Alberto A. Rodriguez,
For the Firm

AAR:t11
Enclosures

FILED
65 FEB -7 PM 3:01
TALLAHASSEE
SECRET

MH
2-9-95

ARTICLES OF INCORPORATION

OF

CNC RANCH, INC.

FILED

95 FEB -7 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is CNC Ranch, Inc., and its address is: 1205 S.W. 37th Avenue, Suite 300, Miami, Florida 33135.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 10,000, such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is: 1205 S.W. 37th Avenue, Suite 300, Miami,

Florida 33135, and the name of its registered agent at such address is Claudio I. Alvarez.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Claudio I. Alvarez
1205 S.W. 37th Avenue
Suite 300
Miami, Florida 33135

Yvonne R. Alvarez
1205 S.W. 37th Avenue
Suite 300
Miami, Florida 33135

ARTICLE VII

Incorporator

The name and address of the incorporator is:

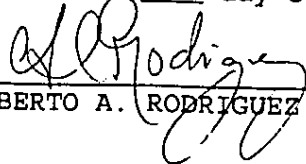
Alberto A. Rodriguez
801 Brickell Avenue
Suite 1901
Miami, Florida 33131

ARTICLE VIII

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 3rd day of ~~January~~ February, 1995.


ALBERTO A. RODRIGUEZ

STATE OF FLORIDA)

) SS :

COUNTY OF DADE)

BEFORE ME, personally appeared Alberto A. Rodriguez, to me well known to be the person described in or who has produced a Florida driver's license as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, this 3rd day of ~~January~~, 1995.
February

February

My commission expires:



Notary Public
Teresita Llerena

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open. ✓

~~CLAUDIO I. ALVAREZ~~
Registered Agent