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LAW OFFICES
BOUTWELL & CONNICK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
P.O. BOX AD
411 EAST HILLSBORO BOULEVARD
DEERFIELD BEACH, FL 33441

ROBERT E. BOUTWELL, P.A.
A. THOMAS CONNICK, P.A.

FILED
95 FEB -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE:
(905) 428-0300

February 6, 1995

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

400001400324
-02/08/95--01125--008
****122.50 ****122.50

Re: Pestana Investments, Inc.


Gentlemen:

Enclosed please find the following:


1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate designating Resident Agent.
3. Check in the amount of \$122.50 to cover charter tax, filing fee, certified copy of Articles of Incorporation and Resident Agent fee.

Please file the originals and return a certified copy to my office.

Sincerely,


ROBERT E. BOUTWELL

REB/mn

2/9/95


ARTICLES OF INCORPORATION

OF

PESTANA INVESTMENTS, INC.

The undersigned hereby enters into these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

FILED
35 FEB -8 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be PESTANA INVESTMENTS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of one (\$1.00) dollar per share, fully paid and non-assessable.

ARTICLE V

The street address of this corporation's initial principal office is as follows:

180 SE 7th St.

Deerfield Beach, FL 33441

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the Bylaws, but shall never be fewer than two (2).

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The name and address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE R. PESTANA	180 SE 7th St. Deerfield Beach, FL 33441
MARINA PESTANA	180 SE 7th St. Deerfield Beach, FL 33441

ARTICLE VIII

The name and street address of the Incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE R. PESTANA	180 SE 7th St. Deerfield Beach, FL 33441
MARINA PESTANA	180 SE 7th St. Deerfield Beach, FL 33441

ARTICLE IX

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

ARTICLE X

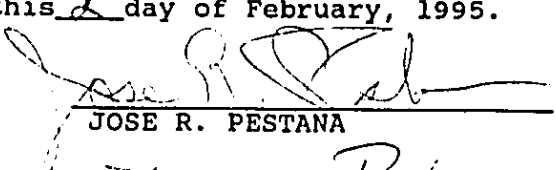
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any

right of the stockholders of this corporation is subject to this reservation.

ARTICLE XI

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporators hereto have hereunto affixed their hands and seals this 3 day of February, 1995.


JOSE R. PESTANA

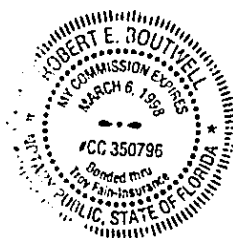

MARINA PESTANA

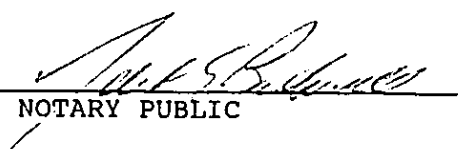
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOSE R. PESTANA and MARINA PESTANA to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they produced a Florida Drivers License and acknowledged before me that he signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in Deerfield Beach, Florida, this 3 day of February, 1995.




NOTARY PUBLIC

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

PESTANA INVESTMENTS, INC.

a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 180 SE 7th St. in the City of Deerfield Beach, County of Broward State of Florida, has named Jose R. Pestana, located at: 180 SE 7th St.

(Street Address & Number of Bldg., P.O.Box address not acceptable)
City of Deerfield Beach, County of Broward
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>JOSE R. PESTANA</u>	<u>(P)</u>	<u>180 SE 7th St.</u> <u>Deerfield Beach, FL 33441</u>
<u>MARINA PESTANA</u>	<u>(S)</u>	<u>180 SE 7th St.</u> <u>Deerfield Beach, FL 33441</u>
<u>JOSE R. PESTANA</u>	<u>(T)</u>	<u>180 SE 7th St.</u> <u>Deerfield Beach, FL 33441</u>
<u>MARINA PESTANA</u>	<u>(V) - P</u>	<u>180 SE 7th St.</u> <u>Deerfield Beach, FL 33441</u>

DIRECTORS:

	SPECIFIC ADDRESS
<u>JOSE R. PESTANA</u>	<u>180 SE 7th St.</u> <u>Deerfield Beach, FL 33441</u>
<u>MARINA PESTANA</u>	<u>180 SE 7th St.</u> <u>Deerfield Beach, FL 33441</u>

By Jose R. Pestana
(corporate officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: \$3.00


(Resident Agent)

FILED
95 FEB - 8 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA