

995000017891

MANUEL A. MESA  
Attorney at Law

6327 S.W. 13 Street  
West Miami, Florida

(305) 982-6710

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

February 28, 1995

RE: Incorporation of LOS PINOS II, CORP.

Dear Sir or Madame:

Attached please find the original Articles of Incorporation of LOS PINOS II, CORP., a new Florida corporation whose English translation is "The Pines II, Corp.", together with a check made payable to the Department of State in the amount of \$122.50. Please file the Articles and provide the undersigned with a certified copy as soon as possible.

If you have any questions please contact me directly at (305) 982-6710.

Very truly yours,

MANUEL A. MESA

BOB  
3/06/95  
995-17891

FILED  
MAR 1 1995  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LOS PINOS II, CORP.

FILED  
MAR 2 1965  
FBI - MIAMI

ARTICLE I  
Name of Corporation

The name of the corporation is LOS PINOS II, CORP.

ARTICLE II  
Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III  
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV  
Principal Place of Business

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

1111 Park Centre Boulevard  
Suite 230  
Miami, Florida 33169

ARTICLE V  
Registered Office

The initial street address of the registered office of the corporation is:

Jorge E. Veitia  
1111 Park Centre Boulevard  
Suite 230  
Miami, Florida 33169

The Board of Directors may from time to time move the registered office to any other address in Florida.

#### ARTICLE VI

##### Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Jorge E. Veitia  
1111 Park Centre Boulevard  
Suite 230  
Miami, Florida 33169

#### ARTICLE VII

##### Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

## ARTICLE VIII

### Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

## ARTICLE IX

### Incorporators

The names and addresses of the incorporators are as follows:

Martin Bueno  
1111 Park Centre Boulevard  
Suite 230  
Miami, Florida 33169

Romina Muffeo  
1111 Park Centre Boulevard  
Suite 230  
Miami, Florida 33169

## ARTICLE X

### By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

## ARTICLE XI

### Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

## ARTICLE XII

### Director's Liability and Rights

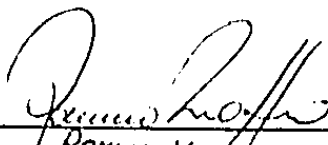
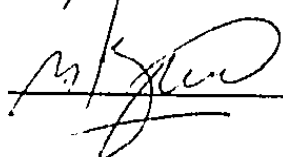
No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

## ARTICLE XIII

### Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 27 day of February, 1995.

  
ROMINA MAFFEO  
  
MARTIN BUENO

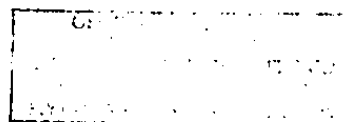
STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Martin Bueno and Romina Maffeo, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged before me that they executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 27 day of February, 1995.

  
Notary Public  
State of Florida at Large

My Commission Expires:



**LOS PINOS II, CORP.**  
**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

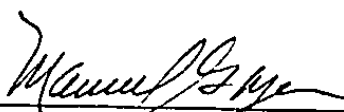
  
\_\_\_\_\_  
Registered Agent

STATE OF FLORIDA     )  
                                  )ss  
COUNTY OF DADE     )

FILED  
FEB 27 1995  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared Jorge E. Veitia, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 27 day of February, 1995.

  
\_\_\_\_\_  
Notary Public State of Florida at Large

My Commission Expires:

