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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: RICARDO MARTINEZ-CID, P.A.
1699 CORAL WAY
SUITE 510
MIAMI FL 33145- 02- 00

CONTACT: ROICARDO MARTINEZ-CID
PHONE: (305) 859-7494
FAX: (305) 858-2513

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LOS ARCOS DE BRICKELL CORP.
FAX AUDIT NUMBER: H95000003244

CURRENT STATUS: REQUESTED

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3/23

9 Apr. Date

W95-6350
595A-12772

APR 21 PM 3:42
TALLAHASSEE, FLORIDA

March 22, 1995

RICARDO MARTINEZ-CID, P.A.

MIAMI, FL 33145

SUBJECT: LOS ARCOS DE BRICKELL CORP.
REF: W95000006300

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000003244
Letter Number: 595A00012772

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

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #95000002244

ARTICLES OF INCORPORATION
LOS ARCOS DE BRICKELL CORP.

Article I - Name

The name of this corporation is LOS ARCOS DE BRICKELL CORP.

Article II - Purpose

This corporation is organized to buy, improve, sell, lease, and otherwise deal with South Florida real estate, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 1699 Coral Way, Suite 510, Miami, Florida 33145.

The name of the initial Registered Agent of this corporation is RICARDO MARTINEZ-CID of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is RICARDO MARTINEZ-CID, of 1699 Coral Way, Suite 510, Miami, Florida 33145, who will also serve as president/secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: #95000002244

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 495000003244

Article VII - Incorporator

The name and address of the person signing these Articles is RICARDO MARTINEZ-CID, of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on March 22, 1995.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this March 22, 1995.

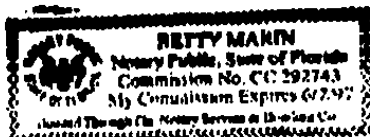


RICARDO MARTINEZ-CID

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared RICARDO MARTINEZ-CID, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this March 22, 1995.





Betty Martin / Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: _____

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 495000003244

Tax Audit # H 9500003244

**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That LOS ARCOS DE BRICKELL CORP., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named RICARDO MARTINEZ-CID, located at 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
LOS ARCOS DE BRICKELL CORP.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 22, 1995.



RICARDO MARTINEZ-CID
Registered Agent

FILED
MAR 23 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Prepared by: Ricardo Martinez-Cid
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