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LAW OFFICES
W. E. DUNWODY, III
RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD, SUITE 303
CORAL GABLES, FLORIDA 33146-2113

April 24, 1995

TELEPHONE (305) 666-5222
FACSIMILE (305) 667-0900

FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street, Old Jail
Tallahassee, FL 32399

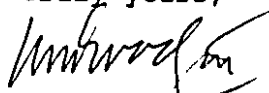
Re: TIMBERCASTLE, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the captioned corporation and a check in the amount of \$122.50 payable to the Secretary of State.

Please return to me Certified Copy of the Articles of Incorporation.

Very truly yours,


W. E. Dunwody, III

WED:mv
Enclosures

600001464946
-04/26/95--01033--007
****122.50 ****122.50

FILED
APR 25 1995
SECTION 1000
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
TIMBERCASTLE, INC.**

FILED
95 APR 25 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation is TIMBERCASTLE, INC..

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value Common Stock.

**ARTICLE IV
DIRECTORS**

The initial directors of the corporation are:

Angel F. Hernandez
P O Box 14080
Caracas 1011-A Venezuela

Marisela Savino de Hernandez
P. O. Box 14080
Caracas 1011-A Venezuela

Ruben E. Castro
Las Trinitarias, Apt. A-55
Urb. Santa Fe Norte
Caracas 1080 Venezuela

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this corporation is W. E. DUNWODY, III, 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146, and the name of the initial Registered Agent of this corporation at that address is W. E. DUNWODY, III.

ARTICLE VI
INCORPORATOR


The name and address of the incorporator to these Articles of Incorporation is:

W. E. DUNWODY, III
4675 Ponce de Leon Blvd., #305
Coral Gables, Florida 33146

ARTICLE VII
DURATION

The effective date of this corporation shall be April 24, 1995, the date of the subscribing and acknowledgement of these Articles of Incorporation. This corporation shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 24th day of April, 1995.

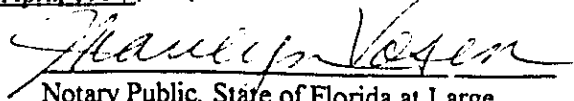


W. E. DUNWODY, III, Incorporator,
Subscriber and Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. E. DUNWODY, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of April, 1994.


Notary Public, State of Florida at Large
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


FILED

05 APR 25 PM 12:55

SECRETARY OF STATE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TIMBERCASTLE, INC.
2. The name and address of the registered agent and office is: W. E. DUNWODY, III, located at 4675 Ponce de Leon Blvd., #305, Coral Gables, Florida 33146



W. E. DUNWODY, III, Incorporator

ACKNOWLEDGEMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE THE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

DATED THIS 24th DAY OF April, 1995.

By: 

W. E. Dunwody, III, Registered Agent

REGISTERED AGENT FILING FEE: \$35.00