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LAW FIRM  
MAITH & MUPHANKE

PROFESSIONAL ASSOCIATION  
BISCAYNE CENTRE, SUITE 760  
11900 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33141

JOHN MAITH  
BOARD CERTIFIED  
CIVIL TRIAL LAWYER  
LUDWIG A. MUPHANKE  
BOARD CERTIFIED  
REAL ESTATE LAWYER

TELEPHONE  
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FAX  
(305) 898-0000  
(305) 898-0000

May 2, 1995

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

Re: ROCA HOLDINGS, INC.

*S/S*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY 5 1995  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for ROCA HOLDINGS, INC., along with a check in the amount of \$122.50, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,

*Erica M. Lamb*

Erica M. Lamb,  
Legal Secretary

/cl  
Enclosure

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**ARTICLES OF INCORPORATION**  
**OF**  
**ROCA HOLDINGS, INC.**

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this corporation is: ROCA HOLDINGS, INC. The principal place of business of this corporation shall be at 10101 Collins Avenue, Suite 21-E, Bal Harbour, Florida 33154.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV**  
**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

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**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

**ARTICLE VII**  
**DIRECTORS**

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Ophelia A. Roca	10101 Collins Avenue Suite 21-E Bal Harbour, Florida 33154
Juan Roca	10101 Collins Avenue Suite 21-E Bal Harbour, Florida 33154

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**ARTICLE VIII  
OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President Juan Roca	10101 Collins Avenue Suite 21-E Bal Harbour, Florida 33154
Secretary Ophelia A. Roca	10101 Collins Avenue Suite 21-E Bal Harbour, Florida 33154

**ARTICLE IX  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X  
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not

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to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Smith & Supraski, P.A., 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

**NAME**

Louis A. Supraski

**ADDRESS**

11900 Biscayne Boulevard  
Suite 760  
Miami, Florida 33181

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officer and director of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters

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as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 2<sup>nd</sup> day of May, 1995.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May, 1995, by LOUIS A. SUPRASKI, ESQ., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did    did not X take an oath.

My Commission Expires:



  
\_\_\_\_\_  
Notary Public, State of Florida

Erica M. Lamb  
\_\_\_\_\_  
Print Name of Notary Public

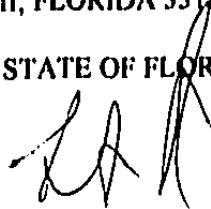
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

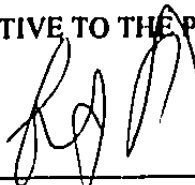
FIRST -- THAT ROCA HOLDINGS, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT 10101 COLLINS AVENUE, SUITE 21-E, BAL HARBOUR,  
FLORIDA 33154, HEREBY NAMES LOUIS A. SUPRASKI, SMITH & SUPRASKI, P.A.,  
11900 BISCAYNE BOULEVARD, SUITE 760, MIAMI, FLORIDA 33181, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



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LOUIS A. SUPRASKI, ESQ

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.



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LOUIS A. SUPRASKI  
REGISTERED AGENT

DATED: May 2, 1995

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DIVISION OF  
CORPORATE  
AFFAIRS  
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