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1946 TYLER STREET
HOLLYWOOD, FLORIDA 33022-2088
TELEPHONE (305) 925-5501
MIAMI (305) 944-1882
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* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION
*** BOARD CERTIFIED IN WILLS, TRUSTS
AND ESTATES

July 6, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001533453
-07/10/95--01042--019
****122.50 ****122.50

Re: Santa Maria Holdings, Inc.

To Whom It May Concern:

Enclosed are the Articles of Incorporation of the proposed corporation in the above caption. Please prepare a certified copy of said Articles of Incorporation, endorse your approval thereon, and return the copy to us.


Enclosed also is a check in the amount of \$122.50 to cover the following:

1. Filing Fee	\$ 35.00
2. Certified Copy	52.50
3. Registered Agent Fee	<u>35.00</u>
	\$122.50

We would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued immediately for the proposed corporation, PLEASE CALL ME.

Very truly yours,

ATKINSON, DINER, STONE,
BLACK & MANKUTA, P.A.


L. M. Ploucha

LMP/nlc
Enclosures

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REGISTER JUL 14 1995

FILED
95 JUL 10 AM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SANTA MARIA HOLDINGS, INC.

FILED
95 JUL 10 AM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

SANTA MARIA HOLDINGS, INC.

ARTICLE II.

MAILING ADDRESS

The Corporation's mailing address is:

c/o L.M. Ploucha, Esq.
Atkinson, Diner, Stone,
Black & Mankuta, P.A.
1946 Tyler Street
Hollywood, Florida 33022-2088

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.
c/o Atkinson, Diner,
Stone, Black & Mankuta, P.A.
1946 Tyler Street
Hollywood, Florida 33022-2088

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
L.M. PLOUCHA	c/o Atkinson, Diner, Stone, Black & Mankuta, P.A. 1946 Tyler Street Hollywood, Florida 33022-2088

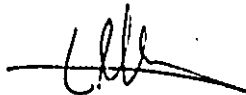
ARTICLE VIII.

COMMENCEMENT DATE

Corporate existence will commence upon the filing of these Articles.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make

and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



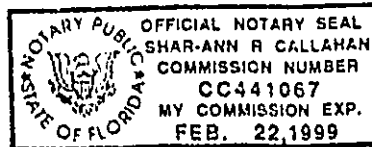
L.M. PLOUCHA

FILED
95 JUL 10 AM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

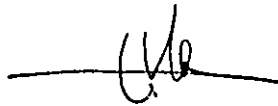
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of July, 1995, by L.M. PLOUCHA, who is personally known to me.


Notary Public, State of Florida
at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



L.M. PLOUCHA