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MARTÍNEZ, GUTIÉRREZ & DE CORDOBA

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELORS AT LAW

COURVOISIER CENTRE II

501 BRICKELL KEY DRIVE, SUITE 501

MIAMI, FLORIDA 33131-2651

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FILED
AUG 10 PM 3:00

August 9, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001557721
-08/10/95--01072--006
****122.50 ****122.50

Re: Vencubiro, Incorporated

Dear Sir/Madam:

Enclosed please find for filing original Articles of Incorporation of the above named corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

-Filing Fee	35.00
-Certified copy	52.50
-Registered agent designation	35.00
Total	\$122.50

Please return a certified copy of the enclosed Articles of Corporation to the undersigned at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely yours,


Otto de Cordoba

ODC/aml
Encs.

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Name is
a mod. up
Name*

*10107
8-11-95*

ARTICLES OF INCORPORATION
of
Vencubire, Incorporated.

FILED
95 AUG 10 PM 3:00
CLERK OF DISTRICT COURT
MIAMI COUNTY, FLORIDA

ARTICLE I NAME

The name of the corporation shall be

Vencubire, Incorporated.

ARTICLE II PRINCIPAL OFFICE

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

THE STERLING
927 LINCOLN ROAD
MIAMI BEACH FL 33319

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) shares.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Otto de Cordoba, Esq
Attorney and Counselor at Law
601 Brickell Key Drive
Suite 501
Miami FL 33131

ARTICLE V INCORPORATORS

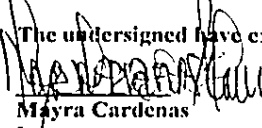
The name and street addresses of the incorporators to these Articles of Incorporation are:

Mayra Cardenas
4020 Buchanan Street
Hollywood FL 33021

Pedro de Cordoba
2555 Collins Avenue
Miami Beach FL 33140

Frank Flynn
4020 Buchanan Street
Hollywood FL 33021

The undersigned have executed these Articles of Incorporation this SIXTH day of AUGUST, 1995.


Mayra Cardenas
Incorporator


Pedro de Cordoba
Incorporator


Frank Flynn
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: **Vencubire, Incorporated.**

2. The name and address of the registered agent and office is:

**Otto de Cordoba, Esq.
Attorney and Counselor at Law
601 Brickell Key Drive
Suite 501
Miami FL 33131**

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

Signature: *Otto de Cordoba*

Date: 8/7/95

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
95 AUG 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA