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FROM: ADORNO & ZEDER, P.A.
2601 S BAYSHORE DR
SUITE 1600
MIAMI FL 33133-

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 858-4777

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OR P.A.

DOCUMENT TYPE: FLORIDA PROFTT CORPORATION

NAME: MIGUEL A. FALLA HOLDINGS, INC.

FAX AUDIT NUMBER: H96000003688

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ARTICLES OF INCORPORATION

OF

MIGUEL A. FALLA HOLDINGS, INC.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

Miguel A. Falla Holdings, Inc.

ARTICLE II

The existence of the corporation is effective as of the 7th day of March, 1996 and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws. The shareholders of the corporation have duly transferred and assigned to the corporation all of their rights, claims and interests as heirs in the

This instrument prepared by:

Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 844-5555

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income produced by the properties in Cuba belonging to Miguel Angel Falla Alvarez and Julia Bulle de Falla, as well as the rights to any damages against persons illegally trafficking in such properties.

ARTICLE IV

The maximum number of shares, which this corporation is authorized to have outstanding at any time, is One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$0.01) per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This corporation shall have three (3) directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their qualified successors are elected or until their earlier resignation or removal from office, are:

Christina Falla de Drebin
Costa del Sol
3742 Estopona Avenue
Miami, Florida 33178

Julia Falla de Castillo
Mar Azul
600 Grapetree Drive, Apt. A-600
Key Biscayne, Florida 33149

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Elena Fulla de Kouvenoy
520 Valencia Avenue
Apartment No. 1
Coral Gables, Florida 33134

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one (1).

ARTICLE VII

The name and address of the Incorporator of the corporation is:

A Z Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the corporation shall be:

Costa del Sol
3742 Estopona Avenue
Miami, Florida 33178

Executed at Miami, Florida this 11th day of March, 1996.

A Z REGISTERED AGENT CORPORATION
Incorporator

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Miguel A. Falla Holdings, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 11th day of March, 1996.

A Z REGISTERED AGENT CORPORATION
Registered Agent

By:

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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