

SENT BY:

**P9600003688** 1# 2  
3/14/96

3/14/96  
4:16 PM

PUBLIC ACCESS SYSTEM  
 ELECTRONIC FILING COVER SHEET  
 ((H96000003688))  
 TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.  
 DEPARTMENT OF STATE 2601 S BAYSHORE DR  
 STATE OF FLORIDA SUITE 1600  
 409 EAST GAINES STREET MIAMI FL 33133-  
 TALLAHASSEE, FL 32399 CONTACT: JUSTIN T WILSON  
 FAX: (904) 922-4000 PHONE: (305) 860-7098  
 FAX: (305) 858-4777  
 ((H96000003688)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
 OR P.A.

NAME: MIGUEL A. FALLA HOLDINGS, INC.  
 FAX AUDIT NUMBER: H96000003688 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 03/14/1996 TIME REQUESTED: 16:15:57  
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER:

072100000120

Note: Please print this page and use it as a cover sheet when  
 submitting documents to the Division of Corporations. Your document cannot be  
 processed without the information contained on this page. Remember to type the  
 Fax Audit number on the top and bottom of all pages of the document.

((H96000003688))  
 \*\* ENTER 'M' FOR MENU. \*\*  
 ENTER SELECTION AND <CR>:

**FILED**  
 95 MAR 15 PM 2:32  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

3/15/96  
 B

3/15/96  
 2:32 PM  
 95 MAR 15 PM 2:32

000000003600

ARTICLES OF INCORPORATION  
 OF  
MIGUEL A. FALLA HOLDINGS, INC.

3-7-96  
 FILED  
 96 MAR 15 PM 2:32  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

000000003688

H9600009700

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

SENT BY:

3-14-96 : 4:47PM :

ADORNO ZEINER

1# 5

110600003688

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

SENT BY:

3-14-96 : 4:47PM :

ADORNO ZEDER-

# 0

1196000003600

**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

FILED  
95 MAR 13 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA