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3-18-96 11:12PM : ADORNO & ZEDER P.A.-

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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 858-4777
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: LOUCAR HOLDINGS, INC.
FAX AUDIT NUMBER: H96000003824
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LOUCAR 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:

Loucar Holdings, Inc.

ARTICLE II

The existence of the corporation is effective as of the 11th 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 in the

This instrument prepared by:

Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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income produced by those properties specifically described in that certain Assignment dated as of March 11th, 1996, 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 2 Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This corporation shall have two (2) 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:

Lourdes Aspuru y Alonso
250 Kawama Lane
Palm Beach, Florida 33480

Carlos Musso Aspuru
480 Casuarina Concourse
Coral Gables, Florida 33143

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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:

250 Kawama Lane
Palm Beach, Florida 33480

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

A Z REGISTERED AGENT CORPORATION
Incorporator

By:


Justin T. Wilson,
Secretary and Treasurer

H96000003024

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Loucar 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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