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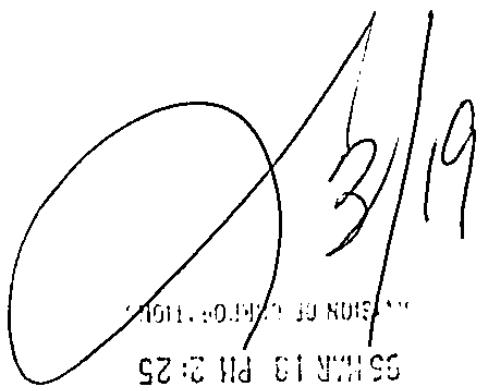
((H96000003833)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: SANCHEZ HOLDINGS, INC.
 FAX AUDIT NUMBER: H96000003833
 DATE REQUESTED: 03/18/1996
 CERTIFIED COPIES: 1
 NUMBER OF PAGES: 5
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EFFECTIVE DATE/
 3-11-96



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 96 MAR 18 PM 5:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS
 96 MAR 18 PM 2:25

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ARTICLES OF INCORPORATION
OF
SANCHEZ HOLDINGS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 MAR 18 PM 5:21
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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: **SANCHEZ HOLDINGS, INC.**

EFFECTIVE DATE
3-11-96

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 income produced by the properties in Cuba belonging to Luisa Sanchez Hernandez, Dolores Sanchez Hernandez, Alfredo Sanchez Hernandez, Rafael Jorge Sanchez-Aballi and Armando Sanchez Hernandez, and their heirs, successors, transferees and assigns, as well as the right to any damages against persons illegally trafficking in such property, and such other property further specified in that certain Assignment dated March 11, 1996.

Rafael J. Sanchez, Esq.
FON. 0067 857
(305) 858-7747

Suite # 800
800 S. Biscayne Blvd.
Miami, FL 33131

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ARTICLE IV

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares in 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:

Rafael J. Sánchez-Abellí, Esq.
200 South Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE VI

This corporation shall have one (1) director initially. The name and address of the initial director of the corporation, who shall hold office until his qualified successor is elected or until his earlier resignation or removal from office, is:

Rafael J. Sánchez-Abellí, Esq.
200 South Biscayne Boulevard
Suite 800
Miami, Florida 33131

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:

Rafael J. Sánchez-Abellí, Esq.
200 South Biscayne Boulevard
Suite 800
Miami, Florida 33131

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ARTICLE VIII


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

Rafael J. Sánchez-Aballí, Esq.
200 South Biscayne Boulevard
Suite 800
Miami, Florida 33131

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

SANCHEZ HOLDINGS, INC.

By: _____


Rafael J. Sánchez-Aballí
Fla. Bar No. 0067857

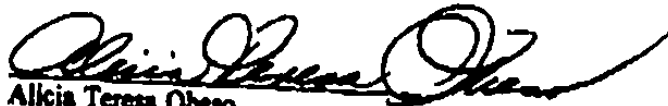
STATE OF FLORIDA

COUNTY OF DADE

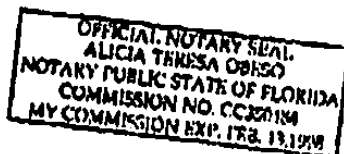
)
) SS.
)

BEFORE ME, personally appeared Rafael J. Sánchez-Aballí, Esq. to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 11th day of March, 1996


Alicia Teresa Obeso
Notary Public, State of Florida
at Large

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been appointed the Registered Agent of SANCHEZ HOLDINGS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 11th day of March, 1996.

SANCHEZ HOLDINGS, INC.

By: _____


Rafael J. Sanchez-Aballi, Esq.
Fla. Bar No. 0067857

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