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TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A. DEPARTMENT OF STATE 2601 S BAYSHORE DR

STATE OF FLORIDA SUITE 1600

MTAMT Ft. 33133-409 EAST GAINES STREET 33401-

TALLAHASSEE, FL 32399 CONTACT: JUSTIN T WILSON FAX: (904) 922-4000

PHONE: (305) 860-7098 FAX: (305) 858-4777

(((H96000003865))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.N.

NAME: FUENTES HOLDINGS, INC.

FAX AUDIT NUMBER: H96000003065 CURRENT STATUS: REQUESTED DATE REQUESTED: 03/18/1996 TIME REQUESTED: 15:20:45

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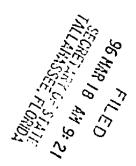
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ARTICLES OF INCORPORATION

OF

FUENTES 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:

Fuentes Holdings, Inc.

ARTICLE II

The existence of the corporation is effective as of the lith 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 2501 S. Bayshore Drive Suite 1600 Mismi, Floride 33133 1305) 658-5555



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income produced by those properties specifically described in that cortain 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 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:

Pedro Fuentes-Cid Grand Bay Plaza Suite 201 2665 South Bayshore Drive Miami, Florida 33133

Ricardo Fuentes Grand Bay Plaza Suite 201 2665 South Bayshore Drive Miami, Florida 331313 ACTUAL PARTIES OF THE STATE OF T

1400000000000

Leopoldo Fuentes Roca Grand Bay Plaza Suite 201 2665 South Bayshore Drive Miami, Florida 33133

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 2 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:

Grand Bay Plaza
Suite 201
2665 South Bayshore Drive
Miami, Florida 33133

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

A Z REGISTERED AGENT CORPORATION Incorporation

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Jystin T. Wilson, Secretary and Treasurer

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Fuentes 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 / WC

Secretary and Treasurer

95 MAR 18 AM 9: 21 SECRETARY OF STATE TALLAMASSEE, FLORID