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FLORIDA DIVISION OF CORPORATIONS

#10

3-11-96

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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

409 EAST GAINES STREET

MIAMI FL 33133-

33401-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: FUENTES HOLDINGS, INC.

FAX AUDIT NUMBER: H96000003865

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 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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TALLAHASSEE, FLORIDA

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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 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 33133

100000000000

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 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:

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
Incorporator

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

SENT BY:

3-18-00 1 3:36PM 1

ADORNO ZEIDER-

1#20

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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 T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA