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ADORNO ZEDER-

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FLORIDA DIVISION OF CORPORATIONS

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100 EAST WILKES STREET TALLAHASSEE, FL 32302
TALLAHASSEE, FL 32302 CONTACT: JUSTIN WILSON
FAX: (904) 921-4000 PHONE: (305) 860-7098
FAX: (305) 858-4777
((H96000003872))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: ERM CUBAN HOLDINGS, INC.
FAX AUDIT NUMBER: H96000003872 CURRENT STATUS: REQUESTED
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EFFECTIVE DATE
3-11-96

20 8 MAY 61 0000 96

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FILED
96 MAR 18 PM 5:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ERM CUBAN HOLDINGS, INC.

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FILED
MAR 18 PM 3:11

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:

ERM Cuban 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 shareholder of the corporation has 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) 858-3555

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income produced by the properties in Cuba belonging to Domingo Méndez Ramos, Elena Méndez Gutiérrez, Rosario Gutiérrez Pernaza, Elena María Martínez-Cañas y Méndez, María del Rosario Martínez-Cañas y Méndez and María del Carmen Martínez-Cañas y Méndez, 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

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are elected or until their earlier resignation or removal from office, are:

Elena Maria Martinez-Cañas y Méndez
54 Veragua Avenue
Coral Gables, Florida 33134

Maria del Rosario Martinez-Cañas y Méndez
415 Perugia Avenue
Coral Gables, Florida 33146

Maria del Carmen Martinez-Cañas y Méndez
2011 Southwest 10th Street
Miami, Florida 33135

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

SENT BY:

3-10-00 1 4:01PM :

ADORNO ZEIMER-

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ARTICLE VIII

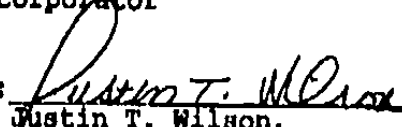
The principal business and mailing address of the corporation shall be:

2011 Southwest 10th Street
Miami, Florida 33135

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

A Z REGISTERED AGENT CORPORATION
Incorporator

By:


Justin T. Wilson,
Secretary and Treasurer

SENT BY:

3-18-96 : 4:01PM :

ADORNO ZEDER-

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of ERM Cuban 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