

SENT BY:

3-18-96 : 3:30PM :

ADORNO ZEDER-

1#20

3/18/96

FLORIDA DIVISION OF CORPORATIONS

3:30 PM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: ADORNO ZEDER, P.A.
2601 BAYSHORE DR
SUITE 1600
MIAMI FL 33133-

EFFECTIVE DATE
3-11-96

3416-0629

TALLAHASSEE, FL 32399

CONTACT: JUSTIN T WILSON

FAX: (904) 922-4000

PHONE: (305) 860-7098

FAX: (305) 858-4777

((H96000003864)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: COMPANIA AZUCARERA CENTRAL ELENA, INC.

FAX AUDIT NUMBER: H96000003864

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/18/1996

TIME REQUESTED: 15:19:33

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MAR 18 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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56 MAR 18 PM 4:24

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3-22-90 12:01PM 1 ADORNO & ZEDER P.A.

1# 2/ 0



FLORIDA DEPARTMENT OF STATE

Sandra H. Mortham
Secretary of State

March 19, 1996

ADORNO & ZEDER PA
2601 SOUTH BAYSHORE DRIVE
STE 1600
MIAMI, FL 33133

SUBJECT: COMPANIA AZUCARERA CENTRAL ELENA, INC. / *Elena Sugar mill Company, Inc*
REF: W96000003841

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (804) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: 896000003864
Letter Number: 896A00012366

H96000003864

ARTICLES OF INCORPORATION

OF

COMPANIA AZUCARERA CENTRAL ELENA, 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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30 MAR 1986
4:34

ARTICLE I

The name of the corporation is:

Compañia Azucarera Central Elena, Inc.

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3-11-86

ARTICLE II

The existence of the corporation is effective as of the 11th day of March, 1986 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 the property in Cuba belonging to Compañia Azucarera Central Elena, S.A. and/or Ernesto Luis Triolet y Figueroa, as well as the rights to any damages against persons illogally 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:

Ernesto A. Triolet
2815 Southwest 103rd Place
Miami, Florida 33165

Ernesto J. Triolet
9501 Southwest 48th Street
Miami, Florida 33165

1196000003864

Maria Elena Triolet
2815 Southwest 103rd Place
Miami, Florida 33165

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:

2815 Southwest 103rd Place
Miami, Florida 33165

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

1196000003064

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Compañia Azucarera Central Elena, 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