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3/25/96

01: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FAB-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166- 302-
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H96000004224)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COVADONGA, INC.
FAX AUDIT NUMBER: H96000004224
DATE REQUESTED: 03/25/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:50:38
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 071001002335

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(((H96000004224)))

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FILED
96 MAR 25 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/25

96 MAR 25 PM 12:09

RECEIVED

H96000004224

FILED
56 MAR 25 PM 3:30
SECRET
FILED

**ARTICLES OF INCORPORATION OF
COVADONGA, INC.**

The undersigned, acting as incorporator of COVADONGA, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "COVADONGA, INC.", with principal place of business at 7925 N.W. 12th Street, Suite 109, Miami, Florida 33126.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 5,000 shares of common stock having a one dollar (\$1.00) per value.

**PREPARED BY:
JACQUELINE R. HERNANDEZ-VALDES, P.A.
1401 Brickell Avenue, Suite 650
Miami, FL 33131
FLA. BAR NO. 0053813**

H96000004224

The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial agent is Jacqueline R. Hernandez-Valdes, P.A., and the street address of the corporation's initial registered office where agent is to be found is 1401 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have 1 directors. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Patricia Blighi	7700 Camino Real, Apartment D-109, Miami, Fl. 33143

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Jacqueline R. Hernandez-Valdes, with street address as follows: 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of

directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - INDEMNIFICATION

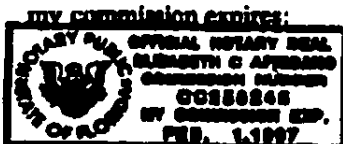
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 22 day of March, 1996.

STATE OF FLORIDA:
COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Jacqueline R. Hernandez-Valdes, of 1401 Brickell Avenue, Suite 650, Miami, FL 33131 to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 22 day of March, 1996, he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 22 day of March, 1996.



Edgelmuth C. Africano
Notary Public
State of Florida at Large

**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That "COVADONGA, INC.", desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named Jacqueline R. Hernandez-Valdes, P.A., 1401 Brickell Avenue, Suite 650, Miami, Florida 33131 State of Florida, as agent to accept service of process within the state.

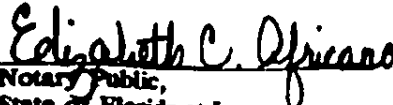
Having been named to accept service of process for "COVADONGA, INC.", at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

JACQUELINE R. HERNANDEZ-VALDES, P.A.

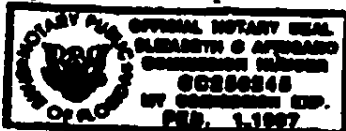
BY: 
Jacqueline R. Hernandez, Pres.
Registered Agent

STATE OF FLORIDA:
: S.S.
COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 22 day of March, 1996.


Notary Public,
State of Florida at Large

My commission expires:



FILED
96 MAR 25 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000 26200

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

4/02/96

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2:22 PM

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

311-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000004712))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: COVADONGA, INC.

FAX AUDIT NUMBER: H96000004712

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/02/1996

TIME REQUESTED: 14:22:07

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

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4/02/96

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2:22 PM

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Handwritten signature

Handwritten: 7104

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96 APR -3 PM 3:00
TALLAHASSEE, FLORIDA

09:00 03 2-14700

04/02/88 17:58 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1986

COVADONGA, INC.
7925 N.W. 12TH STREET
SUITE 109
MIAMI, FL 33126

SUBJECT: COVADONGA, INC.
REF: P96000026200

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

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

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 (904) 487-6902.

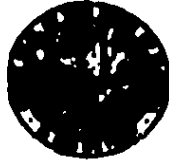
Linda Stitt
Corporate Specialist

FAX Aud. #: 896000004712
Letter Number: 896A00015093

NOTED FOR FILING

68411W 8-NOV-86

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

COVADONGA, INC.
7925 N.W. 12TH STREET
SUITE 109
MIAMI, FL 33126

SUBJECT: COVADONGA, INC.
REF: P96000026200

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

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: M96000004712
Letter Number: 496A00015280

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APR 4 1996

Division of Corporations

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H9600004712

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 APR -3 PM 5:09
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Covadonga, Inc.
(insert name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (includes article number(s) being amended, added or deleted)

Article I

The name of the corporation is Covadonga Finance Company, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 2, 1996

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following summary must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Prepared by: Jacqueline R. Hernandez-Valdes, P.A.
1401 Brickell Ave. Ste. #650
Miami, FL 33131 (continued)
(305) 577-4950

H9600004712

Signed this 2nd day of April, 19 96

Signature [Signature]
 By the Chairman or Vice Chairman of the Board of Directors,
 President or other officer if adopted by the incorporator(s)
 Secretary

OR

By a director if adopted by the directors

OR

By an incorporator if adopted by the incorporator(s)

Jacqueline R. Hernández-Valdes, Esq.
 Typed or printed name Secretary

Incorporator / Secretary
 The