

METHOD OF DELIVERY: F
 FAX PHONE NUMBER: (305) 858-2513
 MAILING ADDRESS: RICARDO MARTINEZ-CID, P.
 1699 CORAL WAY
 SUITE 510
 MIAMI
 FL 33145- US

H96000031970

CERTIFICATE(S) REQUESTED: NO
 ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

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(((H96000005176))) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.
 DEPARTMENT OF STATE 1699 CORAL WAY
 STATE OF FLORIDA SUITE 510
 409 EAST GAINES STREET MIAMI FL 33145- 2-
 TALLAHASSEE, FL 32399 CONTACT: RICARDO MARTINEZ-CID
 FAX: (904) 922-4000 PHONE: (305) 859-7494
 FAX: (305) 858-2513

EFFECTIVE DATE
4-3-96

(((H96000005176))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: HEEMSTEDE ENTERPRISES, INC.
 FAX AUDIT NUMBER: H96000005176 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 04/11/1996 TIME REQUESTED: 16:24:03
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076640001666

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

LS: 11 11 11

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 14960000051

ARTICLES OF INC.
OF
HEEMSTEDE ENTERPRISES, INC.

Article I - Name

The name of this corporation is HEEMSTEDE ENTERPRISES, INC..

Article II - Purpose

This corporation is organized to provide purchase, develop, improve, manage, rent, sell and otherwise deal in real property, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his/her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 35 Antilla Avenue, Apartment 2, Coral Gables, Florida 33134.

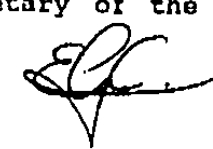
The name of the initial Registered Agent of this corporation is Elizabeth Gonzalez Carone of 35 Antilla Avenue, Apartment 2, Coral Gables, Florida 33134.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Elizabeth Gonzalez Carone of 35 Antilla Avenue 33134, Apartment 2, Coral Gables, Florida, who shall also serve as the initial president/treasurer/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
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Article VII - Incorporator

The name and address of the persons signing these Articles is Elizabeth Gonzalez Carone of 35 Antilla Avenue, Apartment 2, Coral Gables, Florida 33134.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on April 5, 1996.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.


IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this April 5, 1996.

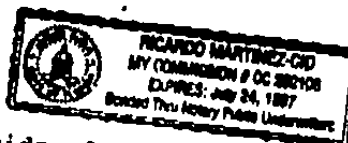

Elizabeth Gonzalez Carone

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned Notary Public, personally appeared Elizabeth Gonzalez Carone, is personally known to me or provided her Florida driver's license as identification, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this April 5, 1996.


Notary Public
State of Florida at Large



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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED


WITNESSETH:

That HEEMSTEDE ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Elizabeth Gonzalez Carone, located at 35 Antilla Avenue, Apartment 2, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors
HEEMSTEDE ENTERPRISES, INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this April 5, 1996.


Elizabeth Gonzalez Carone
Registered Agent

Prepared by: Ricardo Martinez-Cid
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