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ALVAREZ & FERNANDEZ, P.A.

650 N.W. 43RD AVENUE
MIAMI, FLORIDA 33120

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MEMBER
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

Date APRIL 24, 1996

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Secretary of State
Division of Corporations
Tallahassee Fl 32302-1500

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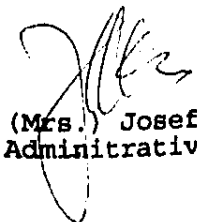
Dear Sir:

Please return the enclosed articles of incorporation to the undersigned, at the above address, for the following corporation:

GARCIA-PORTELA & DE LA PORTILLA, INC.

Thank you.

Sincerely,



(Mrs.) Josefina F. Alvarez
Administrative Assistant

W96-9731

Enclosures

AL MAY 15 1996

FILED
96 MAY 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1996

JOSEFINA F. ALVAREZ
650 N.W. 43RD AVE.
MIAMI, FL 33126

SUBJECT: GARCIA-PORTELA & DE LA PORTILLA, INC.
Ref. Number: W96000009731

We have received your document for GARCIA-PORTELA & DE LA PORTILLA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 696A00022250

CERTIFICATE OF INCORPORATION
OF
GARCIA-PORTELA AND DE LA PORTILLA, INC.

FILED
96 MAY 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: GARCIA-PORTELA AND DE LA PORTILLA, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 650 NW 43 AVENUE, MIAMI, FL, 33126.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 650 NW 43 AVE., MIAMI FL. 33126. The registered Agent at the registered address is MIRIAM GARCIA-PORTELA.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MIRIAM GARCIA-PORTELA	PRESIDENT	3431 SW 3 ST. MIAMI FL 33135
MARIANELA DE LA PORTILLA	SECRETARY/ TREASURER	9970 SW 26 ST. MIAMI FL 33165

ARTICLE X


The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

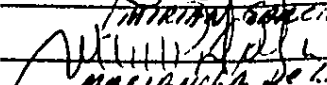
NAME	ADDRESS	NO. OF SHARES
MIRIAM GARCIA-PORTELA	3431 SW 3 ST. MIAMI, FL 33135	250
MARIANELA DE LA PORTILLA	9970 SW 26 ST. MIAMI, FL 33165	250

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 24 day of April 1976.



MIRIAM GARCIA-PORTELA


MARIANELA DE LA PORTILLA

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

MIRIAM GARCIA-PORTELA AND MARIANELA DE LA PORTILLA

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida,
this 24 day of April 1996.

Josefina Alvarez
Notary Public, State of Florida at Large

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that GARCIA-PORTELA AND DE LA PORTILLA, INC.

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named MIRIAM GARCIA-PORTELA located at 650 NW 43 Ave. Miami Florida 33126, City of Miami State of Florida, as its Agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

[Signature]
President
4/24/96

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

DATE

[Signature]
(registered Agent)
4/24/96

FILED
96 MAY 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA