

P96000057839
Check Number Only

7/9/96 T.C.C. I.R.A.

J.C. Cuccia
Requestor's Name
2100 Ponce de Leon Blvd. #1100
Address
Coral Gables, FL 33134
City State Zip Phone

446-0076

VALIDATION ONLY

FILED
JUL 10 PM 12:47
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

CORPORATION(S) NAME

COSTA Esmeralda, Inc.

Eng: Emerald Coast, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> With Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSEN JUL 10 1996

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
COSTA ESMERALDA, INC.**

FILED
25 JUL 10 PM 12:47
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is COSTA ESMERALDA, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 200, all of which shall be common shares having a par value of One Hundred Dollar (\$100.00) per share and to be divided as follows:

GUILLERMO DEL ROSARIO 50% of shares
GILBERTO VIZCARRA 50% of Shares

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasure share.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

10014 Hammock Boulevard
Suite 101
Miami, Florida 33196

The name of the registered agent at such address is:

MARIA TERESA FALCON

ARTICLE VII

PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

10014 Hammock Boulevard

Suite 101
Miami, Florida 33196

ARTICLE VIII

DIRECTORS

The board of directors of the Corporation shall consist of one member. The name and address of the first board of directors is:

Guillermo Del Rosario	President
Gilberto Vizcarra	Vice President/ Secretary/Treasurer

ARTICLE IX

The name and address of the incorporator is:

Guillerrmo Del Rosario
10014 Hammock Boulevard
Suite 101
Miami, Florida 33196

Gilberto Vizcarra
10014 Hammock Boulevard
Suite 101
Miami, Florida 33196

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
RIGHT TO AMEND ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any provision contained in these Articles Of Incorporation or any amendment hereto and any writing inforced upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Incorporation this 1st day of July, 1996 in the City of Miami County of Dade, State of Florida.

Guillermo Del Rosario,
Incorporator

Gilberto Vizcarra,
Incorporator

STATE OF Florida :
COUNTY OF Dade : SS:

BEFORE ME, a Notary Public duly authorized in Florida above-mentioned, personally appeared Guillermo Del Rosario and Gilberto Vizcarra,

known to me to be the person who signed the above Articles Of Incorporation, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of July, 1996.

Barbara Hugo
Notary Public
At Large

My Commission Expires:



BARBARA HUGO
My Commission CC478888
Expires Jul. 08, 1997
Domiciled by (HA)
800-422-1836

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

Costa Esmeralda, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Miami, Florida, has named Maria Teresa Falcon at 10014 Hammock Blvd., Suite 101, Miami, Florida 33196, as its Agent to accept service of process.

Guillermo Del Rosario, Pres.

DATE: 7-01-96

HAVING BEEN named to accept service of process for the above-stated 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.

M^{rs} Teresa Falcon

Maria Teresa Falcon

DATE: 7-01-96

SWORN TO AND SUBSCRIBED before me this 131 day of July 1996.

Barbara Lugo

Notary Public, State of Florida

My Commission Expires:



BARBARA LUGO
My Commission OC6787 88
Expires Jul. 02, 1998
Bonded by HAI
800-422-1888

FILED
JUL 10 PM 2:47
TALLAHASSEE, FLORIDA