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FROM: GARRY NELSON ACCT NUMBER:
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CONTACT: GARRY NELSON
PHONE: (305)374-2002 FAX #:
(305)285-1982

NAME: CREMONA DEVELOPMENT CORPORATION
AUDIT NUMBER......H96000011141
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
CREMONA DEVELOPMENT CORPORATION

ARTICLE I
NAME & PLACE OF BUSINESS

The name of the Corporation is **CREMONA DEVELOPMENT CORPORATION.** The principal place of business and mailing address of the Corporation is 11440 N. Kendall Dr. Suite 201, Miami, Florida 33176.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,500 shares of voting common stock, having an individual par value of $0.01.

ARTICLE V
PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 801 Brickell Avenue, Suite 929, Miami, Florida 33131. The initial Registered Agent at that address is Michael Joseph Liberatore.

ARTICLE VII
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one member, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

Garry Nelson
801 Brickell Ave., 9th Floor (305) 374-2002
Miami FL 33131 - FL Bar No. 717266

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The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)

Artur Maranhão

<u>ADDRESS</u>

7904 W. Drive
Unit 905
North Bay Village, Fla. 33141

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: Michael J. Liberatore, 801 Brickell Avenue, Suite 929, Miami, FL 33131.

ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of August, 1996.

Michael J. Liberatore

Michael J. Liberatore, Incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for CREMONA DEVELOPMENT CORPORATION, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

Michael J. Liberatore

Michael Joseph Liberatore, Registered Agent

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