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Attorney at Law

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Bickell Bay Club

8333 BICKELL AVENUE
MEZZANINE SUITE

Miami, Florida 33129

August 19, 1996

Florida Department of State
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

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-09/09/96--01055--014
****122.50 ****122.50

RE: TINOCO INVESTMENTS, INC.

Dear Sir or Madam:

Attached hereto please find the following described items:

1. Original and copy of Articles of Incorporation of the above captioned corporation.
2. Check No. 3764 in the amount of One Hundred Twenty Two Dollars and Fifty (\$122.50) Cents payable to the Secretary of State to cover the filing fee, registered agent designation and certified copy.
3. Stamped, self-addressed envelope for your convenience in returning the copy certified.

Thank you for your anticipated immediate attention to this matter.

Very truly yours,

YDELSY QUEVEDO FORTE, P.A.

Ydelsy Q. Forte
YDELSY Q. FORTE

YQF:ir

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -9 AM 11:01

D. BROWN SEP 11 1996

ARTICLES OF INCORPORATION
OF
TINOCO INVESTMENTS, INC.

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
95 SEP -9 AM 11:01

ARTICLE I
NAME

The name of this corporation is:
TINOCO INVESTMENTS, INC.

ARTICLE II
DURATION

This corporation is to exist perpetually. It shall commence its existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue One (1,000) Thousand shares of common stock at One (\$1.00) Dollar par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of

Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares 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. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

ARTICLE VI **CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows: 2760 East Colonial Drive, Orlando, Florida 32803.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2760 East Colonial Drive, Orlando, Florida 32803 and the initial registered agent of this corporation at that address is GUSTAVO ALFREDO TINOCO.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE IX
INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
PEDRO R. TINOCO PAZ	2760 East Colonial Drive Orlando, Florida 32803
PEDRO R. TINOCO	2760 East Colonial Drive Orlando, Florida 32803
GUSTAVO ALFREDO TINOCO	2760 East Colonial Drive Orlando, Florida 32803

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the

request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the

corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XI
REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XII
INCORPORATORS

The name and street address of each subscriber of the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
GUSTAVO ALFREDO TINOCO	2760 East Colonial Drive Orlando, Florida 32803

ARTICLE XIII
BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIV
POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

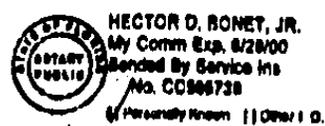

GUSTAVO ALFREDO TINOCO

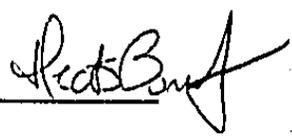
STATE OF FLORIDA)
) SS
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared GUSTAVO ALFREDO TINOCO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 8th day of August, 1996.

My Commission Expires:
6/2000





NOTARY PUBLIC
State of Florida at Large

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That TINOCO INVESTMENTS, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named GUSTAVO ALFREDO TINOCO located at 1921 South Kirkman Road, #215, Orlando, Florida, as its registered agent to accept service of process.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -9 4:49:01

ACKNOWLEDGEMENT

Having been named to accept service of process for above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

GUSTAVO ALFREDO TINOCO

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared GUSTAVO ALFREDO TINOCO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 8th day of August, 1996.

My Commission Expires:
6/2000



HECTOR D. BONET, JR.
My Comm Exp. 6/28/00
Bonded By Service Ins
No. C0580738
Personally Known 110961 D.

Hector Bonet

NOTARY PUBLIC
State of Florida at Large