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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003256

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RUMBERA, INC.

AUDIT NUMBER.....H96000014656

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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Ray  
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ARTICLES OF INCORPORATION

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OF

RUMBERA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I  
Name

The name of the corporation is: RUMBERA, INC.

Article II  
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV  
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

This Document Prepared by:  
JACQUELINE M. VALDESPINO, ESQUIRE  
800 Douglas Road, Suite 160, Building B  
Coral Gables, FL 33134  
(305) 442-1200  
Florida Bar # 0756120

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**Article V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is : ARTURO F. MENENDEZ, 1680 James Avenue, Miami Beach, FL 33139. The name of the initial registered agent of this corporation ARTURO F. MENENDEZ. The principle office of the corporation is: 1680 James Avenue, Miami Beach, FL 33139.

**Article VI**  
**Directors**

(a) **Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
ANDRES F. SERRANO	1680 James Avenue Miami Beach, FL 33139

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article VII**  
**Bylaws**

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The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII  
Incorporator**

The name and street address of the incorporator of this corporation is: Andres F. Serrano, 1680 James Ave., Miami Beach, FL 33139.

**Article IX  
Amendment**

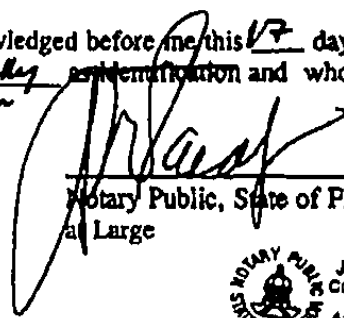
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 17 day of Oct, 1996.

  
Andres F. Serrano

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 17 day of Oct 1996, by Andres F. Serrano who produced is personally ~~is personally~~ known and who did take an oath.

  
Notary Public, State of Florida  
at Large

My Commission Expires:

 JACQUELINE VALDESPINO  
COMMISSION #CC334121  
EXPIRES DEC 8, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

This Document Prepared by:  
JACQUELINE M. VALDESPINO, ESQUIRE  
800 Douglas Road, Suite 160, Building B  
Coral Gables, FL 33134  
(305) 442-1200  
Florida Bar # 0756120

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

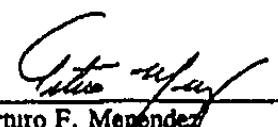
In compliance with Section 48.091, Florida Statutes, the following is submitted:

RUMBERA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at: 1680 James Avenue, Miami Beach, FL 33139, has named Arturo F. Menendez located at: 1680 James Avenue, Miami Beach, FL as its agent to accept service of process within Florida.

  
Andres F. Serrano  
Incorporator

Dated: 17 Oct, 1996

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.

  
Arturo F. Menendez  
Registered Agent

Dated: 17 Oct, 1996

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OCT 17 1996  
TALLAHASSEE, FLORIDA

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