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); DIVISION OF CORPORATIONS

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AME: SAN MARCOS ESTATES DEVELOPMENT, INC.

AUDIT NUMBER.....H96000016321

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION OF
SAN MARCOS ESTATES DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this Corporation is SAN MARCOS ESTATES DEVELOPMENT, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Juan Carlos Ferrer and the street address of the initial registered office of this Corporation is 338 Minorca Avenue, Coral Gables, FL 33134.

THIS INSTRUMENT PREPARED BY:
JUAN CARLOS FERRER, ESQUIRE
QUENTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 444-0300
FLORIDA BAR #054887

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**PAGE TWO OF ARTICLES OF INCORPORATION
OF SAN MARCOS ESTATES DEVELOPMENT, INC.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

<u>NAME(S)</u>	<u>ADDRESS</u>
RENE ROBAYNA	C/O 338 Minorca Avenue Coral Gables, Fl. 33134

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation shall be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Juan Carlos Ferrer and his street address is 338 Minorca Avenue, Coral Gables, Fl. 33134.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at C/O 338 Minorca Avenue, Coral Gables, Fl. 33134, County of Dade, State of

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**PAGE THREE OF ARTICLES OF INCORPORATION
OF SAN MARCOS ESTATES DEVELOPMENT, INC.**

Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of November, 1996.


JUAN CARLOS FERRER


STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

NOTARY CERTIFICATION/ACKNOWLEDGMENT

I HEREBY CERTIFY that the foregoing instrument was acknowledged by JUAN CARLOS FERRER before me on this 19th day of November, 1996, who is/are personally known to me (X) or who produced identification () and who did take an oath.

Witness my hand and seal in the County & State aforementioned.


NOTARY PUBLIC, State of Florida

 Esp. Wash.
Printed Name of Notary Public

My Commission Expires:



MARIA CRISTINA ESPINOSA
COMMISSION # CC 481389
EXPIRES SEPTEMBER 02, 1997
BONDED THRU
ATLANTIC BONDING CO., INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

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

First, that SAN MARCOS ESTATES DEVELOPMENT, INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Juan Carlos Ferrer, Esq., located at 338 Minorca Avenue, Coral Gables, FL 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.



Dated this November 19, 1996.

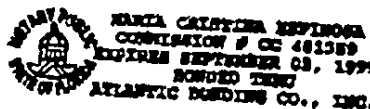

JUAN CARLOS FERRER

NOTARY CERTIFICATION/ACKNOWLEDGMENT

I HEREBY CERTIFY that the foregoing instrument was acknowledged by JUAN CARLOS FERRER before me on this 19th day of November, 1996, who is/are personally known to me () or who produced identification () and who did take an oath.

Witness my hand and seal in the County & State aforementioned.


NOTARY PUBLIC, State of Florida

Printed Name of Notary Public
My Commission Expires:



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