

P97000001564

VILLA MARGO II, INC.
223 S.W. 31 ROAD
MIAMI, FLORIDA 33129
(305) 858-1840

December 27, 1996

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****131.25 ****131.25

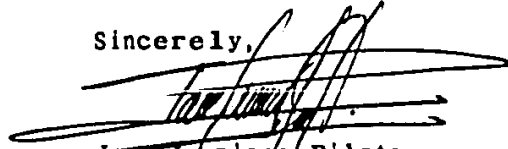
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Villa Margo II, Inc.

Enclosed are the Articles of Incorporation for a new corporation, Villa Margo II, Inc. Please send a certification for their filing, and also a Certificate of Status. Enclosed is a check for \$131.25 to cover the filing fee of \$122.50 and the Certificate of Status fee of \$8.75. Please use one of the self-addressed, express mail, return envelopes enclosed to send the requested documentation back to us once it is prepared.

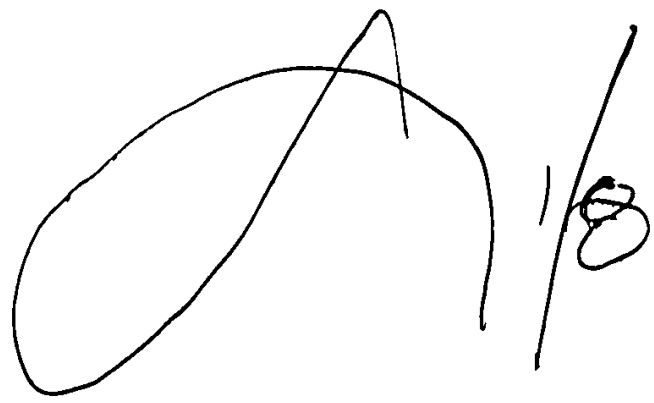
Thank you for your prompt attention.

Sincerely,


Jose Luciano Piloto
President

Enclosures: Check for \$131.25
Express mail return envelope
Articles of Incorporation

FILED
97 JAN -2 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA



97 JAN -2 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
Villa Margo II, Inc.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

Villa Margo II, Inc.
223 S.W. 31 Road
Miami, Florida 33129

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 223 S.W. 31 Road, Miami, Florida 33129, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Jose Piloto.

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

Name

Jose Piloto

Address

223 S.W. 31 Road
Miami, Florida 33129

ARTICLE VIII

The name and address of the Incorporator is

Jose Piloto

223 S.W. 31 Road
Miami, Florida 33129

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this 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 this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

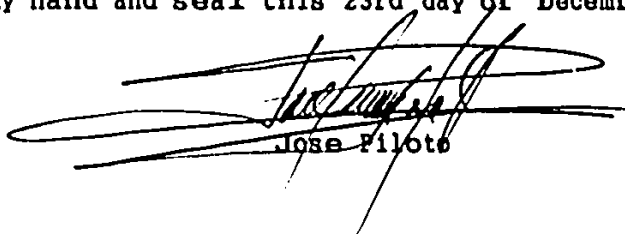
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS HEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of December, 1996.


Jose Piloto

STATE OF FLORIDA

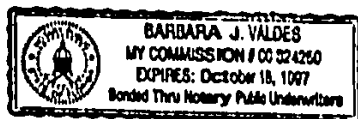
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Jose Piloto to me well known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 23rd day of December, 1996.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires: 10/18/97

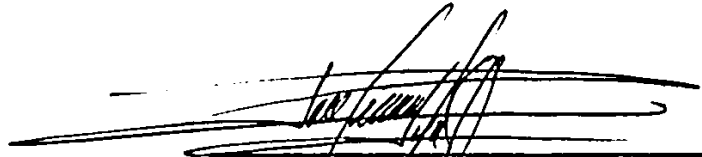


CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In compliance with the laws of Florida, the following is
submitted.

First -- That Villa Margo II, Inc. desiring to organize under
the laws of the State of Florida, has named Jose Piloto 223 S.W. 31
Road, County of Dade, State of Florida, 33129 as its statutory
registered agent.

Having been named statutory agent of the above corporation at
the place designated in this certificate I hereby accept the same
and agree to the act in this capacity, and agree to comply with the
provisions of Florida law relative to keeping the registered office
open.



REGISTERED AGENT
DATED THIS 23rd DAY OF DECEMBER, 1996.

97 JAN -2 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED