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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: CORPORATION RINCON

AUDIT NUMBER.....H97000000382

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

CERT. OF STATUS..0

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Rincon Corporation Inc

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EMPIRE CORPORATE KIT

P.01/04



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CORPORACION RINCON
REF: W97000000455

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000000382
Letter Number: 097A00000914

ARTICLES OF INCORPORATION

H97000000382

OF

CORPORACION RINCON, INC.

ARTICLE I
NAME

The name of this Corporation is CORPORACION RINCON, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Theda J. Collins, Esq., 3111 Stirling Road, Fort Lauderdale, Florida 33312.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial director of this Corporation is Luis Angel Rincon, whose address is c/o Becker & Poliakoff, P.A., Attention Theda J. Collins, Esq., 3111 Stirling Road, Fort Lauderdale, FL 33312.

THEDA J. COLLINS, ESQ.
FLORIDA BAR NO. 0561614
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954-085-4105

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Theda J. Collins, Esq., c/o Becker & Poliakoff, P.A., 3111 Stirling Road, Fort Lauderdale, Florida 33312.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is c/o Becker & Poliakoff, P.A., Attention Theda J. Collins, Esq., 3111 Stirling Road, Fort Lauderdale, Florida 33312.

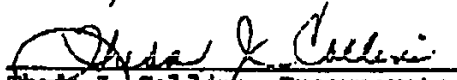
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of January, 1997.


Theda J. Collins, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


THEDA J. COLLINS

H97000000382