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FLORIDA DIVISION OF CORPORATIONS
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((H96000016692 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: FERNANDEZ LAND MANAGEMENT, CORP.

AUDIT NUMBER.....H96000016692

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

CERT. OF STATUS..1

PAGES..... 6

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EFFECTIVE DATE
11-25-96

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ARTICLES OF INCORPORATION

OF

FERNANDEZ LAND MANAGEMENT, CORP.

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The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

EFFECTIVE DATE
11-25-96

The name of the corporation shall be:

FERNANDEZ LAND MANAGEMENT, CORP

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transac any and all lawfull business for wich corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares wich the corporation has authority issue us 100 all of wich shall be common shares (\$ 1.00) par value each.

ARTICLE 5 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1879 Nithtingdale Lane, Suite B1, TAVARES, FL. 32978

and the name of the initial registered agent at such address is : DAVID F. FERNANDEZ

Prepared by: Enrique Valenzuela
542 S.W. 12th Ave.
Miami, FL 33130
(305) 649-3400

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ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of stockholders of the corporation rather than by board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on
NOVEMBER 25th, 1996

ARTICLE 8 - INCORPORATOR (S)

The name(s) and street address (es) of the incorporator (s) to these

Articles of Incorporation is (are) :

DAVID F FERNANDEZ PRESIDENT

1879 Nightingdale Ln
Suite B1
Tavares, FL. 32778

ELIANE HAZOURI FERNANDEZ VICE-PRES

1879 Nightingdale Ln
Suite B1
Tavares, FL. 32778

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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ARTICLE 10- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

ARTICLE 11 - SHAREHOLDER ACTION

All the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have to power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of this shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four prior to the time set for the holding of a shareholders meeting for the election of directors said shareholder intends to cumulated his vote at said election.

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ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation.

In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholders. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interest outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have first option to purchase to stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

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IN WITNESS WHEREOF, I (we) have the subscribed my name on

Shareholder, Incorporator

Shareholder, Incorporator

Shareholder, Incorporator

Shareholder, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

Before me, a Notary Public, personally appeared

known to me to the persons whose names are subscribed to the within instrument, and acknowledged that the executed the name for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal at Miami, Florida, on

NOTARY PUBLIC
State of Florida at Large

My commissions expires

Personally known

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CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1.00 The name of the corporation is :

2.00 The name and address of the registered agent and office is:

SIGNATURE

X 
Corporate Officer

← DAVID

TITLE

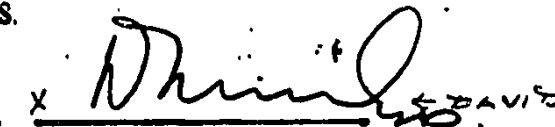
PRESIDENT

DATE

01/28/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

X 

← DAVID

TITLE

PRESIDENT

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