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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

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NAME: EL PARAISO TROPICAL, INC.
AUDIT NUMBER.....H97000001653
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Handwritten signature and date: 1/26/97

ARTICLES OF INCORPORATION
OF

H97000001653

EL PARAISO TROPICAL, INC.

ARTICLE I
NAME

The name of this Corporation shall be:
EL PARAISO TROPICAL, INC.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 7,500 shares of \$1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

Prepared by:
JULIO C. ALONSO, ESQ. (Bar No. 275670)
JULIO C. ALONSO P.A.
999 Ponce de Leon Blvd.
Suite 1040
Coral Gables, Florida 33134

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**ARTICLE VI
ADDRESS**

The principal office of this corporation shall be located at 2460 N.W. 5th Street, Miami, Florida 33125 with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

**ARTICLE VII
REGISTERED AGENT**

The initial registered office of this corporation shall be 2460 N.W. 5th Street, Miami, Florida 33125. The initial registered agent at such address shall be Jose A. Maestre.

**ARTICLE VIII
BOARD OF DIRECTORS**

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The names and addresses of the Members of the First Board of Directors who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

Jose A. Maestre
2460 N.W. 5th Street
Miami, Florida 33125

Emeralda D. Maestre
2460 N.W. 5th Street
Miami, Florida 33125

**ARTICLE X
INCORPORATORS**

The names and addresses of the incorporators signing this Articles are:

Jose A. Maestre
2460 N.W. 5th Street
Miami, Florida 33125

Emeralda D. Maestre
2460 N.W. 5th Street
Miami, Florida 33125

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ARTICLE XI
BY LAWS

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The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESSES WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 28th day of January, 1997.

Jose A. Maestre
JOSE A. MAESTRE

Esmeralda D. Maestre
ESMERALDA D. MAESTRE

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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:**

**FIRST-That EL PARAISO TROPICAL, INC. desiring to organize or
qualify under the Laws of the State of Florida, with its principal
place of business at City of Miami, State of Florida, has named
JOSE A. MANSTRE located at 2460 N.W. 5th Street, City of Miami,
State of Florida as its agent to accept service of process within
Florida.**

Jose A. Manstre

SUBSCRIBER
Dated: January 28, 1997

**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.**

Jose A. Manstre

RESIDENT AGENT
Dated: January 28, 1997

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TALLAHASSEE, FLORIDA

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