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3/25/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000004928 2))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 FAX #: (305)716-0346  
NAME: MUNICIPIO BEJUCAL, INC.  
AUDIT NUMBER.....H97000004928  
DOC TYPE.....FLORIDA ~~XXX~~-PROFIT CORPORATION  
CERT. OF STATUS..1 PAGES..... 7  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

TRANSLATION: Municipality Bejucal, In c.  
Profit Corporation

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97 MAR 25 PM 7:11  
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TALLAHASSEE, FLORIDA

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97 MAR 26 AM 10:53  
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TALLAHASSEE, FLORIDA

3-26-97  
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SECRET

ARTICLES OF INCORPORATION

OF

MUNICIPIO BRJUCAL, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporation for profits.

ARTICLE I

The name of the corporation shall be:  
The principal place of business of this corporation is: 373 East 1st Ave.  
MUNICIPIO BRJUCAL, INC. Hialeah, FL 33010

Its business shall be carried on in the County of Dade, State of Florida and in the United States of America and foreign countries.

ARTICLE II

The general nature of the business or businesses to be transacted by the said corporation shall be:

a. To conduct, operate, carry on and engage in the promotion of sporting events and/or any other business auxiliary or complementary and of such purposes as may be permitted under Florida Statute 607.

b. To transact the business of real estate agent, or broker and on behalf of others, to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

c. To purchase and manage houses, home buildings of every kind and character whatsoever.

d. To subdivide, plat or otherwise improve lands, and real estate, including the locating, laying out and constructing of

Prepared by: Carlos Caballero  
190 East 9th St. Apt 2  
Hialeah, FL 33010 (305) 266-4997 H97000004928

roads, avenues, docks, slips, sewers, bridges, wells and canals.

e. To manufacture, buy, sell, trade and generally deal in brick, stone, lumber, cement, and any and all materials capable of use in the construction of any kind of building and to generally carry on the business of dealers in new and second hand building materials.

f. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

g. To conduct a general brokerage agency and commission business for others in the purchase, sale, management, improvement, development and construction of land and buildings and the negotiation of loans thereof, to act as trustee in deeds of trust and mortgages on real and personal property or any evidences of value, to secure them and to act as agents for letting houses and lands and the collection of rents and payment of taxes.

h. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in with goods, wares, merchandise and real and personal property or every class and description.

i. To acquire and pay for in cash, stocks or bonds of this corporation or otherwise the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

j. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital

stock or bonds, securities or evidences of indebtedness of or created by any other corporation or corporations organized under the laws of this State, country, nation or government, or foreign government, and while the owner thereof, to exercise all the rights, powers and privileges or ownership.

k. To issue bonds, debentures, or obligations of this corporation and to secure the same by mortgage, pledge, deed or trust.

l. To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use could cause any impairments of its capital and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

m. To have one or more offices to carry on all or any of its operations and business and without restrictions, or limit as to the amount, to purchase or otherwise acquire, hold, own mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, districts, territories, or colonies of the United States, or foreign countries.

n. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of, formulas, secret processes, distinctive mark, improvements, processes, trade marks, trade names, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent or issued by any

country or authority and to issue, exercise, develop and grant licenses in respect thereof, or otherwise turn the same to account.

o. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the Act approved June 1, 1925, and the amendments thereof and supplements thereto and to do any and all of the things hereinfore set for the same extent as natural persons might or could do.

p. To purchase, acquire, apply for, secure, hold or own any and all copyrights, trademarks, trade names, and distinctive marks and to license, lease or authorize the use thereof by other persons, firms or corporations, both domestic and foreign.

q. To engage in the carrying of general business or manufacturing and selling electrical and mechanical products, equipment, parts; devices, instruments, specialty products, including research, development, design, maintenance, repair and conversion of electrical and mechanical products, to purchase, lease or otherwise acquire such grounds or buildings as this corporation may need for storage, warehousing, office, factory space, or for any other purposes on its business.

r. To establish, purchase, lease or Lessee, or otherwise acquire, to own, operate, and maintain and to seal, mortgage, lease; lease as Lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

ARTICLE III

The maximum number of shares of stock of this corporation shall be ONE HUNDRED (100) shares of stock said shares having a par value of \$1.00 and be fully paid and nonassessable, all of which shall be common stock. Said shares of stocks shall be issued, sold or transferred only in accordance with the By-Laws of the corporation as the corporation may vary from time to time, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation and such lien shall be superior to all liens of any character and all assignments and transfers of stock of this corporation shall be subject to.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be One Hundred Dollars (\$100.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial post office address and the registered office of this corporation in the State of Florida is:

373 East 1st Avenue  
Hialeah, FL 33010

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by-Laws adopted by the stockholders up to nine directors but shall never have less than one.

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ARTICLE VIII

The name and post office address of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified as follows:

Carlos Caballero  
373 East 1st ave.  
Hialeah, FL 33010

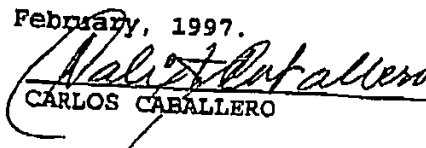
ARTICLE X

Pursuant to Sections 48.091 and 607.164(1h), Florida Statutes, the initial Registered Office and Registered Agent of this corporation shall be Carlos Caballero, 373 East 1st ave.  
Hialeah, FL 33010

The Registered Office and Registered Agent may be changed from time to time by filing with the Secretary of State of Florida a certificate designating a new Registered Office and Registered Agent without the necessity of amending these Articles of Incorporation.

Having been named Resident Agent for MUNICIPIO BEJUCAL, INC., I hereby accept to act in this capacity.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 19th day of February, 1997.

  
CARLOS CABALLERO

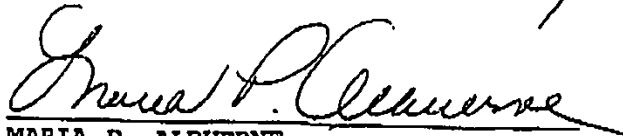
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STATE OF FLORIDA:  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared CARLOS CABALLERO to me known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 19 day of February, 1997.



MARIA P. ALBUERNE  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: .



Maria P. Albuerno  
MY COMMISSION # 00659517 EXPIRES  
June 5, 2000  
BONDED THROUGH TROY FARM INSURANCE, INC.

FILED  
97 MAR 26 PM 7:11  
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TALLAHASSEE, FLORIDA

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