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LORENZO CASTILLO

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Miami, Florida 33175

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Fax 305-227-5452
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May 24, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Tel.: 904-487-6052

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-06/05/97-01029--011
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Subject: Florida Profit Corporation Basic Fees- ROCA ENTERPRISES, INC.

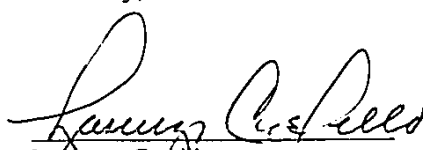
Dear Sir or Madam,

I am enclosing Articles of Incorporation for the above named business entity, for the purpose of filing this corporation with the State of Florida as required by law.

Please issue this Charter and its corresponding Document Number at your earliest convenience.

Also enclosed, please find check covering the fees for Filing, and the fees for a Certified Copy.

Sincerely,


Lorenzo Castillo

AL JUN - 9 1997

FILED
97 JUN -5 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION 97 JUN -5 AM 9: 24

OF

ROCA ENTERPRISES, INC.

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation shall be:

ROCA ENTERPRISES, INC.

The principal place of business of this corporation shall be: 2460 S.W. 137th Avenue, Suite 254, Miami, Florida 33175

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

ROCA ENTERPRISES, INC.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

ROCA ENTERPRISES, INC.

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of:

500 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V
REGISTERED AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

<u>2760 S.W. 139th Place</u>	<u>Miami</u>	<u>Florida</u>	<u>33175</u>
Street	City	State	Zip Code

Name of Registered Agent: Lorenzo Castillo

ARTICLE VI
OFFICERS - DIRECTORS

The initial Board of Directors shall consist of a total of 2 persons and the name and address of the persons who are to serve as initial directors are:

<u>Name:</u>	<u>Lorenzo Castillo</u>	<u>S.S.NO.: 061-36-2884</u>
<u>Title:</u>	<u>President-Secretary</u>	
<u>Address:</u>	<u>2760 S.W. 139th Place, Miami, FL 33175</u>	

<u>Name:</u>	<u>Rosa C. Bengochea</u>	<u>S.S.NO.: 216-48-0990</u>
<u>Title:</u>	<u>Vice-President-Treasurer</u>	
<u>Address:</u>	<u>10733 S.W. 142nd Court, Miami, FL 33186</u>	

ROCA ENTERPRISES, INC.

**ARTICLE VII
INCORPORATORS**

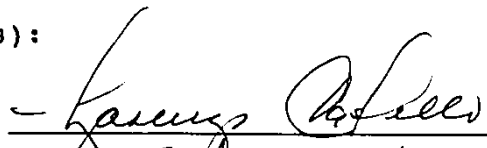
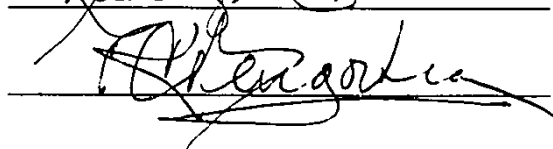
The name and address of the incorporators executing these Articles of Incorporation are:

Name: Lorenzo Castillo
Address: 2760 S.W. 139 PL, Miami, FL 33175
Shareholder's Percentage of Stock Ownership: 50%

Name: Rosa C. Bengochea
10733 S.W. 142nd CT, Miami, FL 33186
Shareholder's Percentage of Stock Ownership: 50%

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 3rd day of June, 1997.

Signature(s) of Incorporator(s):

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set fourth above, personally appeared Lorenzo Castillo and Rosa C. Bengochea known to me and known by me to be the persons who executed the foregoing articles of incorporation, and they acknowledged before me that they executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3rd day of June, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

(SEAL)

Personally known to me

My commission expires:

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

That ROCA ENTERPRISES, INC.

ACKNOWLEDGEMENT:

STATE OF FLORIDA)

By

COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before
by Lorenzo Castillo. (Registered Agent)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3rd day of June, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

(SEAL)

Personally known to me

My commission expires:

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