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ADAM R. SCHIFFMAN

June 6, 1997

VIA FEDERAL EXPRESS

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06.10/97-01082-010
***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: FERNANDA HOLDINGS LIMITED CORP.

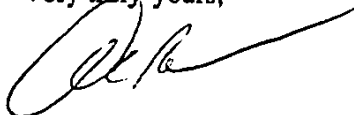
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Fernanda Holdings Limited Corp.

Enclosed also is our firm check in the amount of \$122.50 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

ARS:sk
encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 11:11

97 JUN 11 1997

EFFECTIVE DATE

6/6/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 10 10:11

ARTICLES OF INCORPORATION
OF
FERNANDA HOLDINGS LIMITED CORP.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

FERNANDA HOLDINGS LIMITED CORP.

The Corporation's address is:

13705 S.W. 91st Court, Suite G
Miami, Florida 33176

ARTICLE II

DURATION

The corporation shall commence its existence on June 6, 1997, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman
2999 N.E. 191st Street, #900
Aventura, Florida 33180

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Fernanda Soicher
13705 S.W. 91st Court, Suite G
Miami, Florida 33176

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Adam R. Schiffman
2999 N.E. 191st Street, #900
Aventura, Florida 33180

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of June, 1997.


ADAM R. SCHIFFMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 6th day of June, 1997.


ADAM R. SCHIFFMAN

FILED STATES
SECRETARY OF STATE
JUN 10 1997
TALLAHASSEE, FL

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of Fernanda Holdings Limited Corp., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 6th day of June, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: