

P9700006/369

DATE July 10, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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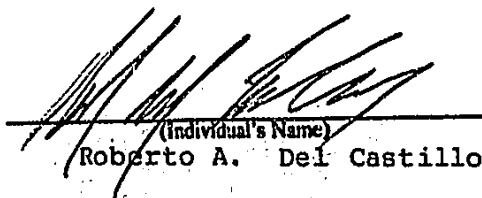
Re: LAS VILLAS II, INC., Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.


(Individual's Name)
Roberto A. Del Castillo

(Name of Corporation)
LAS VILLAS II, INC.

MAILING ADDRESS OF CORPORATION		
LAS VILLAS II, INC.		
1089 ALTON ROAD PORT CHARLOTTE, FL. 33952		
PHONE		
(941)	743-0386	
Area Code	Number	Ext.

PA 7/15/92

ARTICLES OF INCORPORATION

of

LAS VILLAS II, INC.

(name of corporation)

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

LAS VILLAS II, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS

1089 Alton Road

CITY Port Charlotte,

FLORIDA

ZIP 33952

Mailing address, if different

STREET ADDRESS

CITY

FLORIDA

ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

NAME Roberto A. Del Castillo

ADDRESS 1089 Alton Road

CITY Port Charlotte,

FLORIDA

ZIP 33952-1737

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

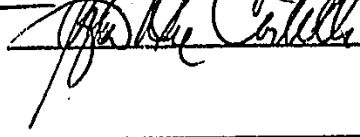
NAME	Roberto Del Castillo		
ADDRESS	1089 Alton Road		
CITY	Port Charlotte,	STATE	Fl. ZIP 33952-1737
NAME	Agnes Del Castillo		
ADDRESS	1089 Alton Road		
CITY	Port Charlotte, Fl.	STATE	ZIP 33952-1737
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Roberto Del Castillo		
ADDRESS	1089 Alton Road		
CITY	Port Charlotte, Fl.	STATE	ZIP 33952-1737
NAME	Agnes Del Castillo		
ADDRESS	1089 Alton Road		
CITY	Port Charlotte,	STATE	Fl. ZIP 33952-1737
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of July, 19 97.

 (Signature)
 (Signature)
____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAS VILLAS II, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

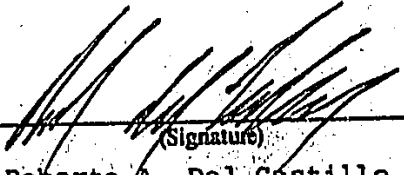
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1089 ALTON ROAD
PORT CHARLOTTE, FL. 33952

has named Roberto A. Del Castillo

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)
Roberto A. Del Castillo

July - 10 - 1997
(Date)