

PA170000063738  
FILED

C.I.D.E.S.A, INC.  
151 Majorca Avenue, Suite C  
Coral Gables, FL 33134  
(305) 444-8333

97 JUL 22 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 14th, 1997

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

500002244195--5  
-07/22/97--01107--016  
\*\*\*122.50 \*\*\*122.50

Re: GRUPO MILENIO III, INC.

Dear Sirs:

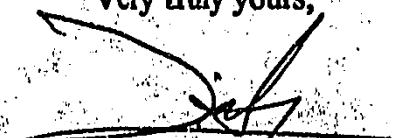
We are enclosing the following:

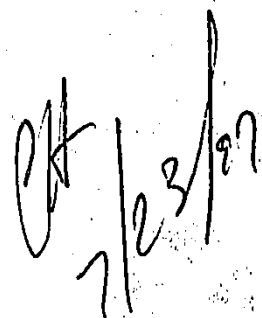
- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00
	<hr/>
	\$ 122.50
	<hr/>

Thank you for your assistance.

Very truly yours,

  
Francisco J. Fernández



FILED

CERTIFICATE OF INCORPORATION 97 JUL 22 PM 1:59  
OF  
GRUPO MILENIO III, INC. TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of  
Incorporation for the purpose of forming a corporation under  
the laws of the State of Florida, subject to the following  
provisions:

ARTICLE ONE

The name of the Corporation shall be  
**GRUPO MILENIO III, INC.**

ARTICLE TWO

The corporation may engage in any activity or business  
permitted under the laws of the United States and of the  
State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the  
corporation will have outstanding at any time shall be  
500 shares of common stock of \$1.00 par value per share.  
All or any part of the capital stock may be paid for either  
in lawful monies of the United States of America, or in  
services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital  
in the amount of \$ 500.00 ( FIVE HUNDRED 00/100 dollars).

#### ARTICLE FIVE

This corporation shall have perpetual existence.

#### ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

#### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

#### ARTICLE EIGHT

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

#### BOARD OF DIRECTORS

Lydia R. Lemus  
Chairman-Director

Jorge L. Ares  
Director

151 Majorca Avenue, Suite C  
Coral Gables, Fl 33134.

#### ARTICLE NINE

The names and post office addresses of the officer of  
this corporation are :

Lydia R. Lemus  
President & Secretary

Jorge L. Ares  
Treasurer

151 Majorca Avenue, Suite C  
Coral Gables, FL 33134.

#### ARTICLE TEN

The name and post office address of each subscriber to  
these Articles of Incorporation is :

Francisco J. Fernández  
151 Majorca Avenue, Suite C  
Coral Gables, FL 33134.

#### ARTICLE ELEVEN

This corporation shall have full power to carry on and  
transact each or all of the businesses enumerated in Article Two  
of this Certificate, and shall have all the general and additional  
powers now and hereafter conferred upon it by law.

## ARTICLE TWELVE

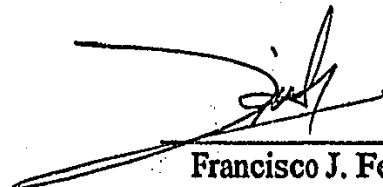
This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

## ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

## ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law. **IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set their hand and affixed their seal on this fourteenth day of July of 1997.

  
Francisco J. Fernández

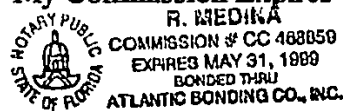
STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO FERNANDEZ** who first having been duly sworn, executed the foregoing Certificate of Incorporation of : **GRUPO MILENIO III, INC.** freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida this fourteenth day of July of 1997.



~~Rene Medina~~ -Notary Public-  
State of Florida at large  
My Commission Expires



Personally known   X  

Type of Identification produced \_\_\_\_\_

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

**FILED**  
PH 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,  
in compliance with said act:

**GRUPO MILENIO III, INC.** desiring to organize under the laws of  
Florida with its principal office, as indicated in the Articles of Incorporation  
as the city of Miami, County of Dade, State of Florida has named **GABRIEL  
PRATS** with offices at 151 Majorca Avenue, Coral Gables, FL 33134.

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby accept to  
act in this capacity, and agree to comply with the provision of said Act  
relative to keeping open said office.

  
\_\_\_\_\_  
**GABRIEL PRATS**