

08/19/97

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FAX 305 373-7928

ABALLI, MILNE

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Aballi
Milne
Kall &
Garrigó, P.A.
Counsellors at Law

1980 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
Telephone (305) 373-6800
Fax (305) 373-7928
AME Direct Line (305) 372-5928

To / Para: Freida Chesser
Corporate Specialist

From / De: ANA MARIA ESCAGEDO

Fax No.: (904) 922-4001

Date / Fecha: August 18, 1997

Reference / Referencia: Sun Real Estate of Miami,
Inc.

Pages / Páginas:

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INDICADA, QUEDA AVISADO QUE ESTA TERMINANTEMENTE PROHIBIDO COPIAR O DISEMINAR EL MISMO. EN DICHO
CASO LLAMENOS PARA ARREGLAR SU DEVOLUCION POR CUENTA NUESTRA.

Message/Mensaje:

RE: SUN REAL ESTATE OF MIAMI, INC.

Dear Freida:

In accordance with our telephone conversation, we are resubmitting the articles
of incorporation and certificate of registered agent for processing.

Please do not hesitate to call us if you have any questions.

Freida:

Could you please give me a call once you received these
documents. It is very important that this corporation be
incorporated today and I would really appreciate any help you
can give us. Thank you very much.

Cary Fernandez, Secretary to Ana M. Escagedo
(305) 373-6800

FILED
97 AUG 19 AM 3:32
TALLAHASSEE, FLORIDA

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ABALLI, MILNE

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08/16/97 14:58 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

ABALLI MILNE KALIL & GARRIGO

SUBJECT: SUN REAL ESTATE, INC.
REF: W97000018954

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TALLAHASSEE, FLORIDA

We have received your document for SUN REAL ESTATE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H97000013458
Letter Number: 797A000041534

ARTICLES OF INCORPORATION
OF
SUN REAL ESTATE OF MIAMI, INC.
a Florida Corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **SUN REAL ESTATE OF MIAMI, INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

2601 N.W. LeJeune Road
Miami, Florida

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-6800
Florida Bar # 714480

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24/SUNREAL/ARTICLES, INC

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKG Registered Agents, Inc. and the initial registered office of this corporation is 1980 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) directors initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Joaquin Ormeño Cabrera	320 Atlantic Road Key Biscayne, Florida 33149
Luis Joaquin Ormeño Malone	320 Atlantic Road Key Biscayne, Florida 33149
Julio Cesar Ormeño Malone	320 Atlantic Road Key Biscayne, Florida 33149
Cecilia Maria de Lourdes Ormeño Malone	320 Atlantic Road Key Biscayne, Florida 33149
Mercedes Isabel Ormeño Malone	320 Atlantic Road Key Biscayne, Florida 33149
Maria del Rosario Ormeño Malone	320 Atlantic Road Key Biscayne, Florida 33149

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-8800
Florida Bar # 714460

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ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS


Ana Maria Escagedo

1980 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

ARTICLE X - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of August, 1997.



Ana Maria Escagedo
Incorporator

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 714460

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CERTIFICATE OF REGISTERED AGENT

OF

SUN REAL ESTATE OF MIAMI, INC.

a Florida Corporation

FILED
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SEAL MIAMI FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That SUN REAL ESTATE OF MIAMI, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 1980 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

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

Dated this 18th day of August, 1997.

AMKGS Registered Agents, Inc.

By:



ANA MARIA ESCAGEDO
Vice President

Ana Maria Escagedo
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 714460

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