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MARIA C. ARRIOLA VÉLEZ

ATTORNEY AT LAW

255 UNIVERSITY DRIVE
CORAL GABLES, FL 33134

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 AM 11:12

October 29, 1997

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

RE: YERBA BUENA, INC.

Gentlemen:

Enclosed please find our check in the sum of \$122.50 representing your fees for incorporating the enclosed Articles of Incorporation of Yerba Buena, Inc.

Kindly return a copy of the Articles once they have been filed.

Sincerely,

Maria C. Arriola Vélez

MARIA C. ARRIOLA VÉLEZ

MAV/vfb
Enc.

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ARTICLES OF INCORPORATION

OF

YERBA BUENA, INC.

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ARTICLE I:

The name of this Corporation is:

Yerba Buena, Inc.

ARTICLE II:

The principal office and mailing address of the corporation shall be 255 University Drive, Coral Gables, FL 33134.

ARTICLE III:

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV:

The Corporation is authorized to issue 750 shares of common stock, par value of \$1.00 per share.

ARTICLE V:

The name of the initial registered agent, and the street address of the initial registered office of the corporation is: Maria C. Arriola Vélez, 255 University Drive, Coral Gables, FL 33134.

ARTICLE VI:

This Corporation shall not issue preferred shares or a special class of shares in a series.

ARTICLE VII:

The shareholders are not entitled to preemptive rights.

ARTICLE VIII:

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and address of the initial director of the corporation is Ana M. Rabel, 255 University Drive, Coral Gables, FL 33134.

ARTICLE IX:

The name and address of the Incorporator of the corporation is Ana M. Rabel, 255 University Drive, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of October, 1997.



Ana M. Rabel, Incorporator

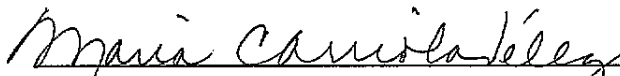
STATE OF FLORIDA)

: ss

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared Ana M. Rabel, who is personally known to me or who produced a Florida Driver's License as identification and who did take an oath.

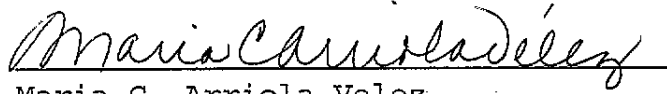
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of October, 1997.



NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.



Maria C. Arriola Velez

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