

**WOLFSON & STARKMAN**

ATTORNEYS AT LAW

(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)

1500 SAN REMO AVENUE • SUITE 125

CORAL GABLES, FLORIDA 33146

BERNARD WOLFSON, P. A.  
MARK R. STARKMAN, P. A.

TELEPHONE  
(305) 668-5070  
TELECOPIER  
(305) 668-5080

March 25, 1998

**P 9 8 0 0 0 0 3 0 4 6 2**

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

**800002472028--8**  
-03/30/98--01049--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation for  
LA FINCA, INC.

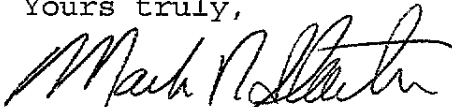
Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of the Articles of Incorporation of the above named proposed corporation. The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy, certify it and return it to this office.

The enclosed check in the amount \$122.50 is to cover the following items:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent Form	35.00
TOTAL	\$122.50

Yours truly,



Mark R. Starkman

MRS/es

Enclosures

**FILED**  
**98 MAR 30 AM 10:18**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER APR 2 1998

ARTICLES OF INCORPORATION

OF

LA FINCA, INC.

The undersigned forms this corporation for profit in accordance with the Florida General Corporation Act.

ARTICLE I - NAME

The name of the corporation is LA FINCA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 11999 S.W. 248 STREET, MIAMI, FLORIDA 33032.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

ARTICLE IV - PURPOSES

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED  
98 MAR 30 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11999 S.W. 248 STREET, MIAMI, FLORIDA 33032 and the name of the initial registered agent of this corporation at that address is MANUEL DORTA-DUQUE.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is:

MANUEL DORTA-DUQUE                      11999 S.W. 248 STREET  
MIAMI, FLORIDA 33032

ARTICLE IX - INCORPORATOR

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

MANUEL DORTA-DUQUE                      11999 S.W. 248 STREET  
MIAMI, FLORIDA 33032

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25 day of March, 1998.

*Manuel*

MANUEL DORTA-DUQUE

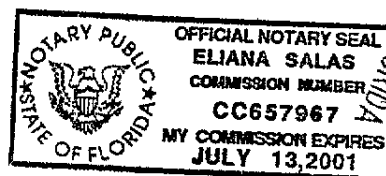
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25 day of March, 1998 by MANUEL DORTA-DUQUE, who is personally known to me.

*Eliana Salas*

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



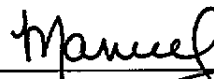
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That LA FINCA, 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, State of Florida, has named MANUEL DORTA-DUQUE whose address is 11999 S.W. 248 STREET, MIAMI, FLORIDA 33032, as its agent to accept service of process within this state.

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



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MANUEL DORTA-DUQUE