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Via: Federal Express

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September 14, 1998

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

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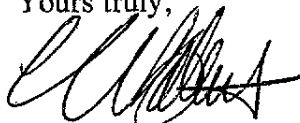
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for PRIETO POWER INC., a Florida corporation and Resident Agent form in duplicate.

Also enclosed at this time is our check in the amount of \$122.50, representing the filing fees, resident agent designation fee and the cost of one (1) certified copy of the enclosed articles.

Please call me should you have any questions.

Yours truly,



Charles W. Battisti

CWB:jm
Enclosures

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ARTICLES OF INCORPORATION

OF

PRIETO POWER INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation is:

PRIETO POWER INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

a) Acquisition of real property for the purpose of development, renovation and/or restoration, including all activities incidental and related thereto including, but not limited to, financing, construction and resale.

b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and

real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouse, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repairs roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in

connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The capital stock of this corporation shall be divided into 100 shares of common stock and a par value of \$500.00. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The principal place of business of said corporation shall be at 14232 S.W. 30th Street, Miami, Florida 33175, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

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

ARTICLE VII

The names and post office addresses of the first Board of Directors of the corporation and the offices they hold in the corporation, who shall hold office for the first year, or until successors are chosen, shall be:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>TITLES</u>
MARIA TERESA PRIETO	14232 S.W. 30 th Street Miami, Florida 33175	Director, President & Secretary

ARTICLE VIII

The number of directors of this corporation shall be not less than one (1), nor more than six (6).

ARTICLE IX

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
MARIA TERESA PRIETO	14232 S.W. 30 th Street Miami, Florida 33175	100

The aggregate amount to be paid by the above subscribers for the said shares will be not less than \$500.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation this 15th day of September, 1998.



MARIA TERESA PRIETO

STATE OF FLORIDA)

COUNTY OF DADE)

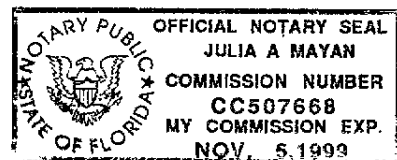
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **MARIA TERESA PRIETO**, who is personally known by me and acknowledged before me that they signed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid on this 15th day of September, 1998.



NOTARY PUBLIC
State of Florida

My commission expires:

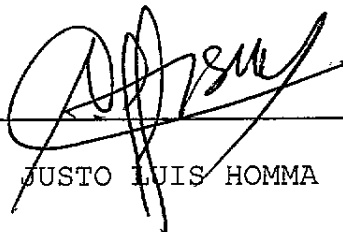


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

First--That PRIETO POWER, 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 JUSTO LUIS HOMMA located at 14332 Southwest 30 Street, Miami, Florida 33175 City of Miami,, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation; at 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.



JUSTO LUIS HOMMA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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