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VIZCAYA VILLAS, INC.

8514 NW 165TH STREET
MIAMI, FLORIDA. 33016

AUGUST 17, 1998

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****122.50 *****78.75

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA. 32314

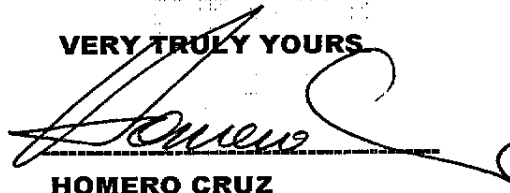
RE: VIZCAYA VILLAS, INC.
8514 NW 165TH STREET
MIAMI, FL. 33016

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES
OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF
\$122.50.

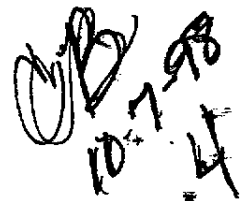
THIS REPRESENTS THE COST OF THE FILLING FEES, CERTIFIED COPY OF
THE ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT
DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS


HOMERO CRUZ

VIZCAYA VILLAS, INC.
8514 NW 165TH STREET
MIAMI, FLORIDA. 33016
TEL. (305) 825-0834

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

of

VIZCAYA VILLAS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VIZCAYA VILLAS, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 1.00/xx per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	8514 NW 165th STREET		
CITY	MIAMI	FLORIDA	ZIP 33016

Mailing address, if different

STREET ADDRESS	8514 NW 165th STREET		
CITY	MIAMI	FLORIDA	ZIP 33016

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	HOMERO CRUZ		
ADDRESS	16543 NW 83rd PLACE		
CITY	MIAMI LAKES,	FLORIDA	ZIP 33016

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors 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 names and addresses of the initial director(s) of the corporation are as follows:

NAME	JESUS MONTESANO		
ADDRESS	8514 NW 165th STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33016
NAME	MIGUEL CHAMAH		
ADDRESS	8371 NW 166th TERRACE		
CITY	MIAMI	STATE	FLORIDA ZIP 33016
NAME	HOMERO CRUZ		
ADDRESS	16543 NW 83rd PLACE		
CITY	MIAMI LAKES	STATE	FLORIDA ZIP 33016


ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JESUS MONTESANO		
ADDRESS	8514 NW 165th STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33016
NAME	MIGUEL CHAMAH		
ADDRESS	8371 NW 166th TERRACE		
CITY	MIAMI	STATE	FLORIDA ZIP 33016
NAME	HOMERO CRUZ		
ADDRESS	16543 NW 83rd PLACE		
CITY	MIAMI LAKES	STATE	FLORIDA ZIP 33016

The undersigned incorporator(s) have executed these Articles of Incorporation this 17th day of AUGUST, 1998.

 (Signature)
JESUS MONTESANO

 (Signature)
MIGUEL CHAMAH

 (Signature)
HOMERO CRUZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

VIZCAYA VILLAS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

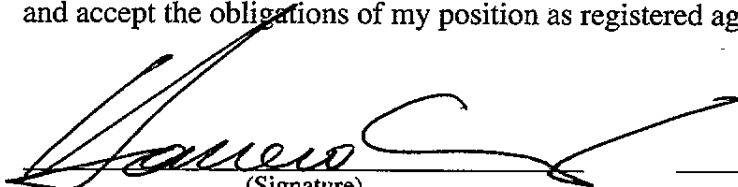
at 16543 NW 83rd PLACE

MIAMI LAKES, FLORIDA 33016

has named HOMERO CRUZ

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

8/17/98

(Date)