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FROM: ABALLI, MILNE, KALIL & GARRIGO, P.A.

ACCT#: 073123001732

CONTACT: ARTURO J ABALLI, JR.

PHONE: (305)373-6600

FAX #: (305)373-7929

NAME: SANTA MARIA PROPERTIES, INC.

AUDIT NUMBER.....H98000021465

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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**ARTICLES OF INCORPORATION  
OF  
SANTA MARIA PROPERTIES, INC.  
a Florida Corporation**

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 **SANTA MARIA PROPERTIES, INC.**

**ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE**

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

One S.E. Third Avenue  
Suite 1980  
Miami, Florida 33131

**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) 373-6600  
Florida Bar # 714460

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the corporation is AMKGS 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 one (1) director 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:

**NAME****ADDRESS**

ANA MARIA ESCAGEDO

One S.E. Third Avenue  
Suite 1980  
Miami, Florida 33131

**ARTICLE VIII - BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**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

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

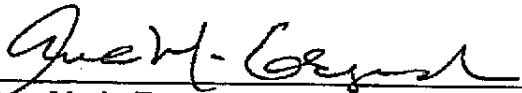
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**ARTICLE X - AMENDMENT OF ARTICLES**

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 17 day of November, 1998.

  
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****SANTA MARIA PROPERTIES, INC.****a Florida Corporation**

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

That SANTA MARIA PROPERTIES, 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 17 day of November, 1998.

AMKGS Registered Agents, Inc.

By: Ana Maria Escagedo  
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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