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Reply To: Miami Office

March 8, 1999

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

Re: Articles of Incorporation of
Medrano Management, Inc.

Certificate of Limited Partnership of
Medrano Partners, Ltd.

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-03/15/99--01027--003
*****87.50 *****87.50

Gentlemen:

Enclosed for filing, please find the following:

- 1) Articles of Incorporation of Medrano Management, Inc.;
- 2) Certificate of Limited Partnership of Medrano Partners, Ltd.; and
- 3) Checks for \$87.50 and \$1,846.25.

Please forward to us the certified copies of the Articles of Incorporation, and Certificate of Limited Partnership, together with the Certificates of Status.

A pre-addressed stamped envelope is enclosed.

Thank you.

Very truly yours,

LAMONT & NEIMAN, P.A.

Diane R. Mautner
Legal Assistant

enc.

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SECRETARY OF STATE
TALLAHASSEE-FLORIDA

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**ARTICLES OF INCORPORATION
OF
MEDRANO MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

MEDRANO MANAGEMENT, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1000 shares of Class A Common Stock; and
- B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to Class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a Class, (b) a holder of Class A Common Stock shall be entitled to cast one vote per share only if such holder is Rafael Medrano or a member of his/her family, otherwise a holder of shares of Class A Common Stock shall have no voting rights whatsoever. For purposes of the preceding sentence, members of the family of Rafael Medrano shall include only his spouse, lineal descendants, whether natural or adopted; trusts for the exclusive use and benefit of any such individuals; and partnerships and corporations but only while owned exclusively by such individuals and trusts. At the earliest time that a share of Class A Common Stock is owned by any person other than Rafael Medrano or a member of his family, such share shall thereupon automatically become a share of Class B Common Stock for all purposes without any further action whatsoever.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

LAMONT & NEIMAN, P.A.
Two South Biscayne Boulevard
Suite 3550
Miami, Florida 33131

ARTICLE VI

This corporation shall have three directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Rafael Medrano
2323 N.W. 82nd Avenue
Miami, Florida 33122

Ofelia Medrano
2323 N.W. 82nd Avenue
Miami, Florida 33122

Nelly Medrano
2323 N.W. 82nd Avenue
Miami, Florida 33122

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Rafael Medrano
2323 N.W. 82nd Avenue
Miami, Florida 33122

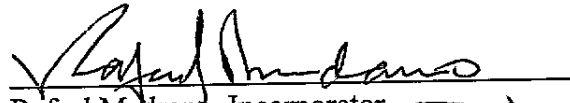
ARTICLE VIII

The mailing address of the corporation is:

Medrano Management, Inc.
2323 N.W. 82nd Avenue
Miami, Florida 33122

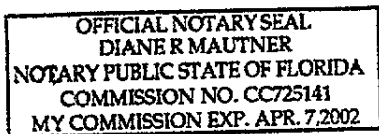
Executed at Miami, Florida, this 16th day of February,

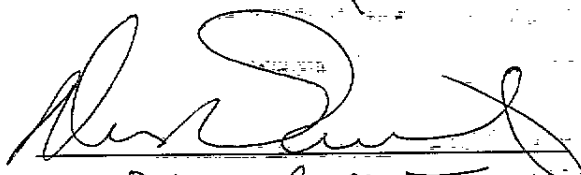
1999.


Rafael Medrano, Incorporator

STATE of FLORIDA)
) SS
COUNTY of DADE)

The foregoing instrument was acknowledged before me this 16 day of February, 1999, by RAFAEL MEDRANO. He is personally known to me and did not take an oath.




Name: Diane R. Mautner
Serial No.: _____
Notary Public
State of Florida at Large

My Commission Expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MEDRANO MANAGEMENT, INC.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 16 day of February, 1999.

LAMONT & NEIMAN, P.A.

By: _____


JAN S. NEIMAN, Secretary/
Registered Agent

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