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DENNIS HERNANDEZ, P.A.

410 South Cedar Street Tampa, FL 33606 (813) 250-0000 FAX (813) 258-4567

May 20, 1999

Division of Corporations Secretary of State P. O. Box 6327 Tallahassee, Florida 32399

400002882944---4 -05/21/99--01104--014 ****122.50 *****78.75

Re: Articles of Incorporation for Abuela, Inc.

Dear Sir or Madam:

Enclosed are:

- 1. The Articles of Incorporation of Abuela, Inc., and
- 2. A check for \$122.50 to cover statutory fees.

Please certify and return to us one copy of the Articles of Incorporation. A self-addressed, postage paid, express mail envelope is enclosed for your convenience.

If you have questions or need more information, please contact me.

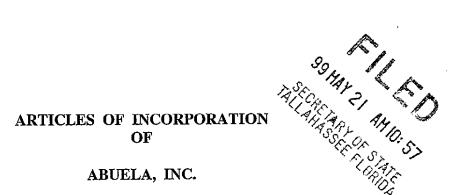
Very truly yours,

Thomas A. Keller, Esquire

DH/tak Enclosures

Thomas Keller GAVE
AUTHORIZATION BY PHONE TO
CORRECT translation: Grandmother, Inc.
DATE \$\frac{126/99}{DOC. EXAM BB}

B. BROCK MAY 2 6 19991



ABUELA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Article of Incorporation for the purpose of organizing a business corporation.

ARTICLE 1

The name of the corporation ("Corporation") is Abuela, Inc.

ARTICLE 2

The existence of the corporation shall begin immediately effective upon the acceptance of these Articles of Incorporation by the Florida Secretary of State.

ARTICLE 3

The address of the principal office of the Corporation is 410 South Cedar Avenue, Tampa, Florida 33606.

ARTICLE 4

The maximum number of shares this Corporation is authorized to issue is one thousand (1000), all of which shall be Common Shares with par value of one dollar (\$1.00) per share. All Common Shares shall be identical with each other in every respect and the holders of the Common Shares shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE 5

The initial street address of the Corporations's registered office is 410 South Cedar The initial registered agent for the Corporation at that Avenue, Tampa, Florida 33606 address is Dennis Hernandez.

ARTICLE 6

The name and street address of the person signing these Articles of Incorporation is: Dennis Hernandez, 410 South Cedar Avenue, Tampa, Florida 33606.

ARTICLE 7

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of May, 1999.

Dennis Hernandez

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Abuela, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Dennis Hernandez

