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July 15, 1999

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Telephone: (850) 487-6054

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-07/23/99-01071-002
*****78.75 *****78.75

Reference: Castilian Construction Corp.

Dear Sirs:

Enclosed please find one (1) original and duplicate Articles of Incorporation for the above referenced, as provided by Florida Statutes, Section 607.0202(1)(b) or 617.0202(1)(b), and money order in the amount of \$78.75. Please issue said Articles, certify one copy and return to the undersigned.

Should you have any questions concerning the above, please contact me at: (305) 444-3068.

Thank you for your cooperation in this matter.

Very truly yours,


Frank Hernandez

Encls.

cc:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CASTILIAN CONSTRUCTION CORP.**

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:**

The name of this Corporation is:

CASTILIAN CONSTRUCTION CORP.

2. **MAILING ADDRESS:**

The mailing address of this Corporation is:

250 CATALONIA AVENUE
SUITE 503
CORAL GABLES, FLORIDA 33134

3. **DURATION:**

The period of its duration is perpetual.

4. **PURPOSE:**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **CAPITAL STOCK:**

The Corporation is authorized to issue 100 shares, all of one class at ONE DOLLAR (\$1.00) par value.

6. **INITIAL REGISTERED OFFICE AND AGENT:**

The name and address of the initial registered agent and office of this Corporation is as follows:

FRANK HERNANDEZ
250 CATALONIA AVENUE
SUITE 503
CORAL GABLES, FLORIDA 33134

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TALLAHASSEE, FLORIDA

7. **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 bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

FRANK HERNANDEZ
250 CATALONIA AVENUE
SUITE 503
CORAL GABLES, FLORIDA 33134

8. **INCORPORATOR:**

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

FRANK HERNANDEZ
250 CATALONIA AVENUE
SUITE 503
CORAL GABLES, FLORIDA 33134

9. **BY-LAW AMENDMENT:**

The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

10. **INDEMNIFICATION:**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

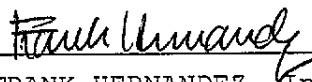
12. **AMENDMENT OF ARTICLES:**

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.

13. **PRE-EMPTIVE RIGHTS:**

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of this notice from the Corporation.

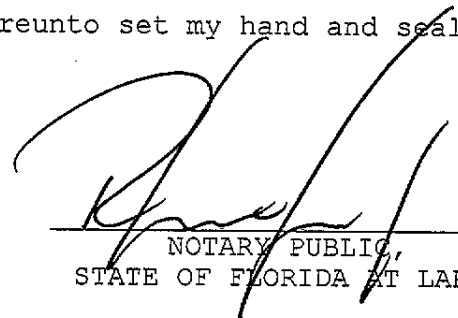
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1999.


FRANK HERNANDEZ, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

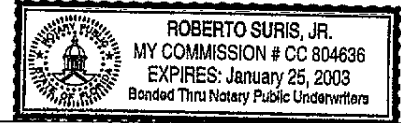
BEFORE ME, the undersigned authority, personally appeared FRANK HERNANDEZ, to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of July, 1999.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

BY REGISTERED AGENT

The undersigned hereby accepts appointment as the registered agent of CASTILIAN CONSTRUCTION CORP., pursuant to Florida Statutes Section 607.034(3).

Frank Hernandez

FRANK HERNANDEZ
250 CATALONIA AVENUE
SUITE 503
CORAL GABLES, FL 33134

STATE OF FLORIDA)
)
COUNTY OF DADE)

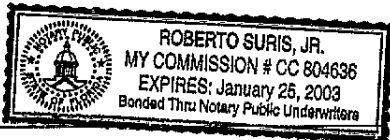
I HEREBY CERTIFY that FRANK HERNANDEZ, personally known to me to be the same person whose name is subscribed to the foregoing Articles of Incorporation as the Registered Agent, this day personally appeared before me and acknowledged that he executed the same freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in Dade County, Florida, this 15 day of July, 1999.

Roberto Suris, Jr.

NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA