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RUSSELL H. CULLEN, P.A.
ATTORNEY AND COUNSELOR AT LAW

99228 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037

RUSSELL H. CULLEN

September 3, 1999

TELEPHONE
(305) 451-5737
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(305) 451-5190

Division of Corporations
409 East Gaines St.
Tallahassee, FL. 32399

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-09/09/99--01048--003
****122.50 ****78.75

Dear Sir/Madam,

Please find enclosed the original copy of Articles of Incorporation for Yagualica Enterprises, Inc., and a check for \$78.75 to cover the cost. Please forward all documents back to this offices upon completion. Thank you.

If you have any questions in regard to this matter please give me a call.

Very truly yours,

Russell H Cullen

*signed in absence
in order to expedite*

RUSSELL H. CULLEN

RHC/djc
Encloses as stated

FILED
99 SEP 27 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Per BC

9-27
WC



RECEIVED SEP 20 1999

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 16, 1999

RUSSELL H. CULLEN, ESQ.
99228 OVERSEAS HWY.
KEY LARGO, FL 33037

SUBJECT: YAHUALICA ENTERPRISES, INC.
Ref. Number: W99000021297

We have received your document for YAHUALICA ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 999A00045537

**ARTICLES OF INCORPORATION
OF
YAGUALICA ENTERPRISES, INC.**

ARTICLE I - NAME

The name of the corporation is:

YAGUALICA ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

102341 Overseas Highway
Key Largo, Fl. 33037

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Russell H. Cullen, whose address is 99228 Overseas Hwy, Key Largo, Florida 33037.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least two Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Douglas A. Prew
P. O. Box 3050
Key Largo, FL 33037

and

C. Jean. Berwick
1501 Ocean Bay Drive, #24
Key Largo, FL 33037

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Douglas A. Prew, P. O. Box 3050, Key Largo, FL 33037.


ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2 day of September, 1999.


Douglas A. Prew
Incorporator

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Douglas A. Prew, who [☒] is personally known to me or [☐] has produced _____ as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

 D J Cullen
My Commission CC774127
Expires January 14, 2002



Notary Public

Print
My Commission Expires: _____

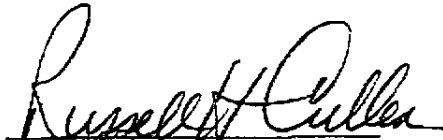
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Section 48.091
and Section 706.034, Florida Statutes:

YAGUALICA ENTERPRISES, INC., desiring to organize under the laws
of the State of Florida with its principal office as indicated in the Articles of
Incorporation at 102341 Overseas Highway, Key Largo, Monroe County, State of
Florida, names as its agent to accept service of process within this State: Russell H.
Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in the certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping open
said office.



Russell H. Cullen, Esq.
Registered Agent

Date: 9-2-99

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99 SEP 27 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA