



# Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF LA ESPERANZA DELAWARE CORPORATION FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 1988, AT 9 O'CLOCK A.M.

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BB0420022

Michael Harkins, Secretary of State

AUTHENTICATION: 11581474

DATE: 02/11/1988

CERTIFICATE OF INCORPORATION  
OF  
LA ESPERANZA DELAWARE CORPORATION

FILED

FEB 11 1988

*Richard P. Eckman*  
CORPORATE CLERK

*9 AM*

FIRST: The name of the corporation is La Esperanza Delaware Corporation.

SECOND: The registered office of the corporation in the State of Delaware is located at 824 Market Street Mall, Suite 820, Wilmington, Delaware 19801, County of New Castle. The registered agent at that address is Richard P. Eckman.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share.

FIFTH: The incorporator is Richard P. Eckman, whose mailing address is 824 Market Street Mall, Suite 820, Wilmington, Delaware 19801.

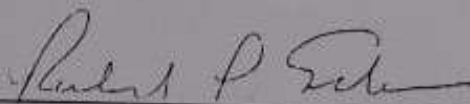
SIXTH: The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

EIGHTH: The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

NINTH: No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (c) for acts or omissions under 8 Del.C. §174; or (d) for any transaction from which the Director derived an improper personal benefit.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this 10th day of February, 1988.



Richard P. Eckman, Incorporator

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ESCRITURA DE CONSTITUCION

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