

PO0000099742
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

00 OCT 23 AM 8:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003436052--7
-10/24/00--01001--013
*****75.00 *****75.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

200003436052--7
-10/24/00--01001--014
*****3.75 *****3.75

FROM: _____
Name (Printed or typed)

~~OSNOIMS19 INTERNATIONAL DISTRIBUTORS
90 EDGEWATER Dr. #1109
Cockeysville, FL 33134~~

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

gy10/24

**ARTICLES OF INCORPORATION
OF
CANDIMA INTERNATIONAL DISTRIBUTORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Carlos Garavito Alarcon, Emma Garavito, Diana Garavito, Natalia Garavito and Carlos Nelson Garavito, being the directors of Candima International Distributors, Inc., a Florida corporation (the "Corporation"), hereby state as follows on behalf of the Corporation:

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certify, attest, and serve notice that the Articles of Incorporation of the Corporation are hereby stated to read in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is CANDIMA INTERNATIONAL DISTRIBUTORS, INC., and the address of its initial principal office is 90 Edgewater Drive, Suite 1109, Coral Gables, Florida 33133.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on September 30, 2000.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall be authorized to issue 10,000 shares of common stock, par value \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Diana Garavito, and her address is 505 Palermo Ave, Coral Gables, Florida 33134.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall initially have five directors. The number of directors may be increased or decreased from time to time by the Corporation's bylaws but shall never be less than two. The names and addresses of those persons currently directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Garavito Alarcon	Avenida Circunvalar No. 77-80 Suite 403 Bogota, Colombia
Emma Garavito	90 Edgewater Drive Suite 1109 Coral Gables, Florida 33134
Diana Garavito	505 Palermo Ave Coral Gables, Florida 33134.
Natalia Garavito	Avenida Circunvalar No. 77-80 Suite 403 Bogota, Colombia
Carlos Nelson Garavito	Avenida Circunvalar No. 77-80 Suite 403 Bogota, Colombia

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INCORPORATORS

The names of the incorporators of the Corporation are :

Carlos Garavito Alarcon	Avenida Circunvalar No. 77-80 Suite 403 Bogota, Colombia
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Emma Garavito 90 Edgewater Drive
Suite 1109
Coral Gables, Florida 33134

Diana Garavito 505 Palermo Ave
Coral Gables, Florida 33134.

Natalia Garavito Avenida Circunvalar No. 77-80
Suite 403
Bogota, Colombia

Carlos Nelson Garavito Avenida Circunvalar No. 77-80
Suite 403
Bogota, Colombia

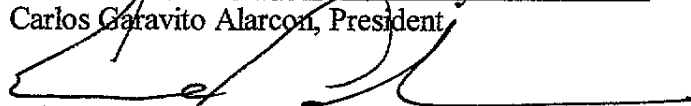
ARTICLE IX - AMENDMENT OR REPEAL

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 30th day of September 1999.



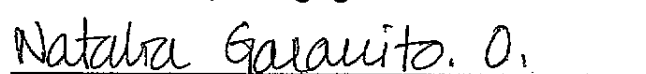
Carlos Garavito Alarcon, President



Emma Garavito, Commercial Vice-President



Diana Garavito, Managing Director



Natalia Garavito, Financing Vice-President



Carlos N. Garavito, Administrative Vice-President

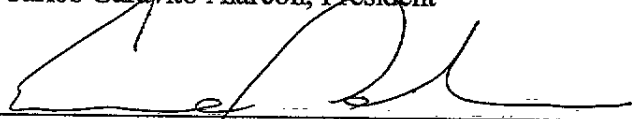
CERTIFICATE

Pursuant to Section 607.1007, Florida Statutes, this is to certify as follows:

1. The attached Articles of Incorporation of CANDIMA INTERNATIONAL DISTRIBUTORS, INC., a Florida corporation (the "Corporation"), do not contain an amendment to the Corporation's Articles of Incorporation requiring shareholder approval, because the Corporation has not yet issued shares.
2. The attached Articles of Incorporation of the Corporation were adopted by the Corporation's board of directors.



Carlos Garavito Alarcon, President



Emma Garavito, Commercial Vice-President



Diana Garavito, Managing Director



Natalia Garavito, Financing Vice-President

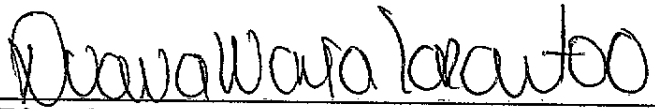


Carlos N. Garavito, Administrative Vice-President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 08TH DAY OF SEPTEMBER 2000.



Diana Garavito

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00 OCT 23 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA