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bolcar international, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2002

EMPIRE

SUBJECT: BOLCAR INTERNATIONAL, INC.
REF: W02000013447

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Division of Corporations - P.O. BOX 6827 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION OF
BOLCAR INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a *Profit Corporation* under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: BOLCAR INTERNATIONAL, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existenc.

ARTICLE III

The principal place of business and the mailing address of this corporation shall be:

Street Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

Mailing address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

ARTICLE IV

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. To engage in the real estate business;

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2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business;

3. To engage in such other lawful acts or activities for which corporations may be formed under the chapter 607 of the Statutes of the State of Florida.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are one hundred (100) shares having an individual par value of U\$S one (1).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial registered agent shall be:

MIGUEL ANGEL ROBAYNA

Residing at: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: Miguel Angel Robayna (President)

Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

Name: Mirta Susana Rueda de Robayna

Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida, 33131.

ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

MIGUEL ANGEL ROBAYNA

1001 Brickell Bay Drive, suite 2600, Miami, Florida, 33131

The undersigned incorporator has executed these Articles of incorporation this 8th day of May, 2002.



MIGUEL ANGEL ROBAYNA

INCORPORATOR

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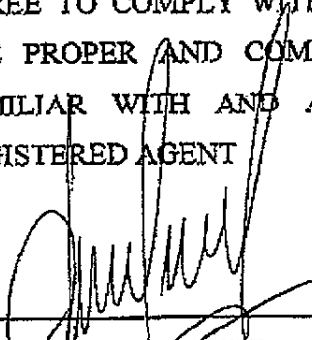
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is BOLCAR INTERNATIONAL, INC.
2. The name of the registered agent is LUCIANO MARTIN PIERI.
3. The address of the registered agent/principal office is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

Acceptance

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AN AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT



 LUCIANO MARTIN PIERI
 REGISTERED AGENT

Date: May 8, 2002

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