

95100038037

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATION
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PICADILLY ENTERPRISES OVERSEAS, CORP.
FAX AUDIT NUMBER: H95000005363
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 12, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PICADILLY ENTERPRISES OVERSEAS, CORP.
REF: W95000010205

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000005363
Letter Number: 395A00024595

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
PICADILLY ENTERPRISES OVERSEAS, CORP.**

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95 MAY 12 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is PICADILLY ENTERPRISES OVERSEAS, CORP.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED)500 shares of One Dollars (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is LEON DENCIO GALLEG0 RENTRERO, 19015 NW 45th AVE., CAROL CITY, FL 33055.
The principal place of Business of the Corporation shall be 19015 NW 45th Ave., CAROL CITY, FL 33055.

PREPARED BY:
DAISY MARTINEZ
DENMAR ENTERPRISES ACCOUNTING SERVICES, INC.
1550 WEST 84th STREET #77
NIALEAN, FL 33014
PH (305)558-4947/558-3900
FAX (305)821-9794

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have two (1) Director(s) initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two (1). The name and address of the initial are:

NAME	ADDRESS
LEON DENCIO GALLEG0 RESTREPO PRESIDENT - 500 SHARES	19015 NW 45th AVE. MIAMI, FL 33055

ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDEMNIFICATION

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

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is LEON DENCIO GALLEG0 RESTREPO, 19015 NW 45th. AVE., CAROL CITY, FL 33055.

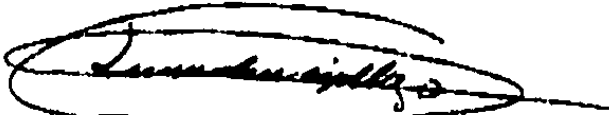
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ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11 days of May 1995.



**LEON DENCIO G. RESTREPO
PRESIDENT**

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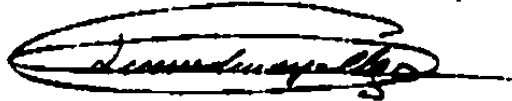
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0801, Florida Statute, 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.

First that **FICADILLY ENTERPRISES OVERSEAS, CORP.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named **LEON DENCIO GALLEGO RESTREPO** located at **CAROL CITY, FLORIDA, County of DADE, State of Florida**, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

Dated this May 11, 1995.



**Leon Dencio Gallego Restrepo
Registered Agent**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA