

P960000 31664

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
 315 South Calhoun Street Suite 600
 (Address)
 Tallahassee, Florida 32302
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

EFFECTIVE DATE
4/15/96

300001776983
-04/11/96--01031--034
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. T.B.P. Enterprises, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 4-11-96 Certified Copy
 Mail out Will wait Photocopy Certificate of Status
3:00

RECEIVED
95 APR 11 AM 11:00
FILED
95 APR 11 PM 12:18
DIVISION OF CORPORATION/FLORIDA
SECRETARY OF STATE

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SAR
4/11/96

Examiner's Initials

EFFECTIVE DATE
4/15/96

ARTICLES OF INCORPORATION
OF
T.B.P. ENTERPRISES, INC.

FILED
06 APR 11 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of T.B.P. ENTERPRISES, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is T.B.P. ENTERPRISES, INC.

ARTICLE II. ADDRESS

The initial mailing address and the address of the initial principal office of the corporation is: 11024 S.W. 119th Street, Miami, Florida 33176.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the 15th day of April, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at such address is George E. Crimarco, Esq.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Manuel Felipe Aczualdez R.
Calle 6 - Ed. Las Tres Jotas
Urb. La Urbina - Petare
Edo. Miranda - Caracas
Venezuela

Rafael Simon Silva A.
Calle 6 - Ed. Las Tres Jotas
Urb. La Urbina - Petare
Edo. Miranda - Caracas
Venezuela

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

George E. Crimarco
Holland & Knight
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

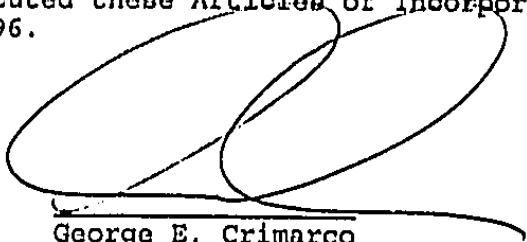
ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming T.B.P. ENTERPRISES, INC., a corporation under the laws of the State of Florida, executed these Articles of Incorporation this 10th day of April, 1996.



George E. Crimarco
Incorporator

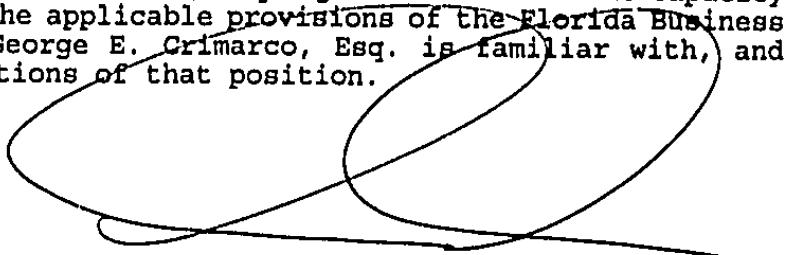
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That T.B.P. ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, has named George E. Crimarco, Esq. as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, George E. Crimarco, Esq. agrees to act in that capacity and to comply with the applicable provisions of the Florida Business Corporation Act. George E. Crimarco, Esq. is familiar with, and accepts, the obligations of that position.



George E. Crimarco, Esq., Registered Agent

FILED
96 APR 11 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA