P96000070891

August 22, 1996

State Of Florida Division Of Corporation 409 East Gaines Street Tallahassee, Florida 32399

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RE: COMTEC AMERICA, INC. / Filling Articles Of Incorporation

Dear Sirs:

Please find enclosed an original and a copy of the Articles Of Incorporation for the corporation above referenced, together with the cost for filling and a certified copy.

At your earliest convenience send us the certified copy and certificate for this corporation, please feel free to contact the undersign for any questions you may have and I remain.

Yours truly,

MARITZA GÁRCIA

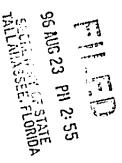
3900 N.W. 79 th Avenue

Suite No. 526 Miami, Fl. 33166

Phone: (305) 593-0304

MG/mc

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TALLAHERS LE FLORIDA

ARTICLES OF INCORPORATION

OF

COMTEC AMERICA, INC.

ARTICLE I - NAME

The name of this corporation is COMTEC AMERICA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the state of Florida, as a corporation for profit, generally in any business activity permitted by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is (10,000) ten thousand shares of common stock, each share having the par value of (\$1,00) one dollar.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent and office of this corporation is 3900 N.W. 79 th Avenue, Suite No. 526, Miami, Fl. 33166. The name of the initial registered agent at that address is MARITZA GARCIA. The mailing address of this corporation is 3900 N.W. 79 th Avenue, Suite No. 526, Miami, Fl. 33166.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and street address of the initial director of this corporation is:

MARITZA GARCIA 3900 N.W. 79 th Avenue Suite No. 528 Miami, fl. 33166

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing this Articles of Incorporation Is:

MARITZA GARCIA 3900 N.W. 79 th Avenue Suite No. 526 Miami, Fl. 33166

ARTICLE VIII- INDEMNIFICATION

The corporation shall indemnify any and all officer, director or any former officer or director, to the full extend permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREFORE, the undersigned subscriber has executed these Articles of Incorporation, this 2 day of August, 1996.

MARITZA GARCIA

STATE OF FLORIDA)
COUNTY OF DADE)

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, this ____ day of August, 1996.

NOTARY PUBLIC

My commission expires:

Shabbir Motorwala

Shabbir Motorwala

Shabbir Motorwala

Shabbir Motorwala

Commission No. CC 402956

Shabbir My Commission Expires 08/24/98

Lago I-NOTARY - Fla Notery Service & Bendung Co.

Shabbir Motorwala

CERTIFICATE DESIGNATING AGENT (F.S. Section 48,092)

BE IT KNOWN THAT:

COMTEC AMERICA, INC.

desiring to organized or qualify under the laws of the state of Florida, with its nitial principal place of business in the city of Miami, state of Florida, has named MARITZA GARCIA, located at 3900 N.W. 79 th Avenue, Suite No. 526, Miami, Fl. 33166 as its agent to accept process of service within Florida.

DATED this ____ day of August, 1996.

ACCEPTANCE

Having been named to accept process of service for:

COMTEC AMERICA, INC.

I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

MARITZA GARCIA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknoledgements. In the sate and county set forth above, personally appeared MARITZA GARCIA known to me or has produced as identification a to be the same person who acknowledge before me that she executed the same for the purposes set forth herein.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, this ____ day of August, 1996.

My commission expires: