

P9000074620

1201 HAYS STREET
MIAMI, FL 33131
904-22-0111 FAX

800-342-0086



PREMIER BULK
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 078338 - 4374271
Patricia Pyguts

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 9, 1996

ORDER TIME : 11:21 AM

ORDER NO. : 078338

400001842254

CUSTOMER NO: 4374271

CUSTOMER: Ms. Robin Willner
HERZFELD & RUBIN

Suite 1501
801 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: TRISTAN & AMERICA MANAGEMENT
CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
96 SEP -9 PM 3:43

RECEIVED
96 SEP -9 PM 12:44
DIVISION OF CORPORATIONS
9/9/96

ARTICLES OF INCORPORATION OF
TRISTAN & AMERICA MANAGEMENT CORP.

FILED
STATE
INCORPORATIONS
96 SEP - 7 PM 3:43

ARTICLE I

The name of the corporation is TRISTAN & AMERICA MANAGEMENT CORP., having its principal office located at: 8180 S.W. 47th Avenue, Miami, Florida 33142.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

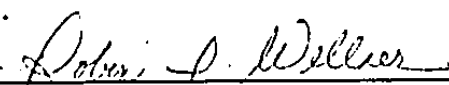
There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: ROBIN I. WILLNER, ESQ.
REGISTERED OFFICE: c/o HERZFELD & RUBIN
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT: ROBIN I. WILLNER

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and address of the members of the initial Board of Directors is: ROBERTO CORDOVA
8180 S.W. 47 Avenue
Miami, Florida 331142

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is: ROBIN I. WILLNER, ESQ.
c/o HERZFELD & RUBIN
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

Robin I. Willner
ROBIN I. WILLNER

55 SEP 10 PM 3:13
STATE OF FLORIDA

STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared ROBIN I. WILLNER, who [] presented _____ as identification or who [X] is personally known and who stated that she was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 6th day of September, 1996.

Yilan Rivero
Notary Public

NOTARY PUBLIC
STATE OF FLORIDA
YILAN RIVERO
COMMISSION # CC 860170
EXPIRES JUL 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.