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FERDIE AND GOUZ

ATTORNEYS AT LAW

SUITE 215

717 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134-2084

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AINSLEE R. FERDIE

LOUIS GOUZ

RENÉE FAYE SCHNALL

February 6, 1998

Secretary of State
Div. of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Our File: 98-32
Pocoscuates Corp.

*do no translation.
they just made it up.
(per Rosalyn)*

Dear Sir/Madame:

Enclosed is original and copy of Articles of Incorporation of POCOSCUATES CORP., together with our check in the amount of \$122.50. Please furnish us a certified copy of said articles.

Very truly yours,

Ainslee R. Ferdie

AINSLEE R. FERDIE

ARF/rf
encl.

700002425717-5

-02/09/98-01159-004

****122.50 ****122.50

Rosalyn GAVE
AUTHORIZATION BY PHONE TO
CORRECT *art. 9 + 7*
DATE *2/10/98*
DOC. EXAM *TM*

FILED
98 FEB -9 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/10/98 - TM

ARTICLES OF INCORPORATION

OF

POCOSCUATES CORP.

I, THE UNDERSIGNED subscriber of the Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be

POCOSCUATES CORP.

ARTICLE TWO

DURATION: The corporation shall commence corporate existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida. The corporation may buy, sell, lease, license, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission, merchant, broker, jobber, dealer, import, export, service business, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of any purposes of this Corporation to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 7500 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

ARTICLE FIVE

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

CORPORATION ADDRESS:

777 Brickell Avenue
Suite 1170
Miami, Florida 33131

REGISTERED AGENT AND ADDRESS:

AINSLEE R. FERDIE
717 Ponce de Leon Blvd.,
Suite #215
Coral Gables, FL 33134

The principal place of business is at 777 Brickell Avenue, Suite 1170 Miami, Florida 33131.

ARTICLE SIX

Director: There shall be two directors constituting the initial Board of Directors as follows:

Juan F. Urruela A.
777 Brickell Avenue
Suite 1170
Miami, Florida 33131

Juan de Dios Aguilar M.
777 Brickell Avenue
Suite 1170
Miami, Florida 33131

The number of Directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscriber to this Articles of Incorporation and the number of shares of stock they agree to take and the value of the consideration thereof is:

NAME AND ADDRESS:

Juan F. Urruela A.
777 Brickell Avenue
Suite 1170
Miami, Florida 33131

SHARES OF COMMON STOCK/CONSIDERATION

- 7500 \$7,500.00

ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The by-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, I have set my hand and seal in Dade County, Miami, Florida, this 6th day of February, 1998.



JUAN F. URRUELA A.

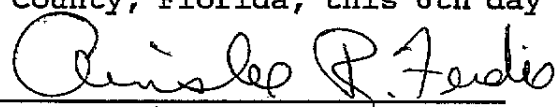
STATE OF FLORIDA)

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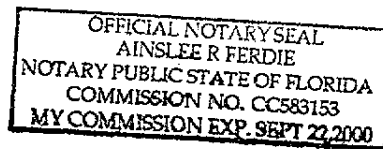
COUNTY OF MIAMI- DADE)

ON THIS DAY PERSONALLY appeared before me, a Notary Public, JUAN F. URRUELA, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged to me that he signed the same freely and voluntarily, and he did take an oath.

WITNESS my hand and seal in Dade County, Florida, this 6th day of February, 1998.



Notary Public, State of Florida




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, in compliance with said Act:

First-That: POCOSCUATES CORP, desiring to organize under the
Laws of the State of Florida with its principal offices, as
indicated in the Articles of Incorporation, AINSLEE R. FERDIE, 717
Ponce de Leon Boulevard, Suite 215, Coral Gables, Florida 33134, as
its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the
above stated Corporation, at place designated in this certificate,
I hereby accept to act in this capacity and agree to comply with
the provision of said Act relative to keeping open said office.

By: 
RESIDENT AGENT AND REGISTERED AGENT

FILED
98 FEB -9 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA