

P 98000090950

C.I.D.E.S.A., INC.
2121 Ponce de Leon Blvd., Suite 240
Coral Gables, FL 33134
Phone: (305) 444-8333
Fax: (305) 444-8334

October 9, 1998

Secretary of State
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

900002665239--7
-10/16/98--01036--006
*****245.00 *****78.75

Re: SOUTHERN MANAGEMENT TRADING COMPANY

Dear Sirs:

We are enclosing the following:

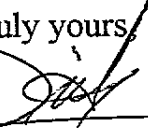
- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

	\$ 122.50
	=====

FILED
98 OCT 26 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance.

Very truly yours,

Francisco J. Fernandez

w-23714
~~W-23639~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

C.I.D.E.S.A., INC.
2121 PONCE DE LEON BLVD, STE 240
CORAL GABLES, FL 33134

SUBJECT: SOUTHERN MANAGEMENT TRADING COMPANY
Ref. Number: W98000023714

We have received your document for SOUTHERN MANAGEMENT TRADING COMPANY and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of 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 (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 098A00051658

CERTIFICATE OF INCORPORATION
OF
SOUTHERN MANAGEMENT TRADING COMPANY

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98 OCT 26 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be

SOUTHERN MANAGEMENT TRADING COMPANY

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 2121 Ponce de Leon Blvd. # 240, Coral Gables, FL 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be three directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the member of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Ana Maria Beltran
Chairman-Director

Augusto Beltran Jr.
Director

Gustavo Lecompte
Director

2121 Ponce de Leon Blvd., Suite 240
Coral Gables, FL 33134.

ARTICLE NINE

The names and post office addresses of the officers
of this corporation are :

Ana Maria Beltran
President

Augusto Beltran Jr.
Vice-President

Gustavo Lecompte
Treasurer & Secretary

2121 Ponce de Leon Blvd., Suite 240
Coral Gables, FL 33134

ARTICLE TEN

The name and post office address of each subscriber to
these Articles of Incorporation is:

Françisco J. Fernandez
2121 Ponce de Leon Blvd., Suite C
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or
all of the businesses enumerated in Article Two of this Certificate, and
shall have all the general and additional powers now and hereafter
conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats with offices located at 2121 Ponce de Leon Blvd. Suite 240, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this ninth day of October of 1998.

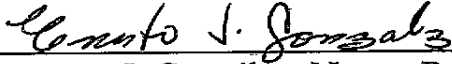


Francisco J. Fernández

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me , the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me,executed the foregoing Certificate of Incorporation of **SOUTHERN MANAGEMENT TRADING COMPANY** and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this ninth day of October of 1998.


Ernesto J. González -Notary Public-
State of Florida at large-
My Commission Expires



ERNESTO J. GONZALEZ
My Comm Exp. 7/12/2001
Bonded By Service Ins
No. CC642677

Personally Known Other I.D.

98 OCT 26 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,
in compliance with said act:

SOUTHERN MANAGEMENT TRADING COMPANY desiring to organize
under the laws of Florida
with its principal office, as indicated in the Articles of Incorporation as the city of
Miami, County of Dade, State of Florida has named **GABRIEL PRATS** with
offices at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134. Having been
named to accept service of process for the above stated corporation, at the 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.


GABRIEL PRATS