

999000076613

VERDEJA & GRAVIER
CERTIFIED PUBLIC ACCOUNTANTS
A PARTNERSHIP OF PROFESSIONAL SOCIATION

LEONARDO GRAVIER, P.A.
LEONARDO D. GRAVIER, P.A.
FRANK O. SOCARRAS, P.A.
OCTAVIO A. VERDEJA, P.A.
OCTAVIO F. VERDEJA, P.A.

150 ALHAMBRA CIRCLE, SUITE 800
CORAL GABLES, FLORIDA 33134

TEL. (305) 446-3177
FAX. (305) 446-6319

August 19, 1999

700002966397--1
-08/23/99--01037--003
*****78.75 *****78.75

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

Re: Pacaya, Inc.

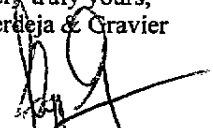
Dear Sirs:

Enclosed please find the Articles of Incorporation of Pacaya, Inc. and a check for \$ 78.75 payable to Division of Corporations. Once processed, please forward to Alejandro Gravier at the following address:

Alejandro Gravier
C/O Verdeja & Gravier
150 Alhambra Circle
Suite 800
Coral Gables, FL 33134

Should you have any questions, or if I may be of further assistance, do not hesitate to contact our office.

Very truly yours,
Verdeja & Gravier


Alejandro D. Gravier

99 AUG 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

PACAYA, INC.

ARTICLE I - NAME

The name of the corporation is:

PACAYA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE OF THE CORPORATION

The street address of the initial registered office of this corporation is 8182 N.W. 31st Street, Miami, Florida 33122 and the name of the initial registered agent of this corporation at that address is Guillermo E. Palomo Jr. The principal office of the corporation will be 8182 N.W. 31st Street, Miami, Florida 33122.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

Guillermo E. Palomo Jr.

8182 N.W. 31st Street
Miami, Florida 33122

FILED
99 AUG 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Guillermo E. Palomo Jr.
8182 N.W. 31st Street
Miami, Florida 33122

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these articles of incorporation this 18 day of August, 1999.



Guillermo E. Palomo Jr.

