

Jan-02-96 01:11 PM MARTINEZ, RICARDO CID, P.A. 305 859 2513 P.F.

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(((H96000000010))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.  
DEPARTMENT OF STATE 1699 CORAL WAY  
STATE OF FLORIDA SUITE 510  
409 EAST GAINES STREET MIAMI FL 33145- 000-4610  
TALLAHASSEE, FL 32399 CONTACT: RICARDO MARTINEZ-CID  
FAX: (904) 922-4000 PHONE: (305) 859-7494  
FAX: (305) 858-2513

(((H96000000010))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: INGERSA B.A. INCORPORATED  
FAX AUDIT NUMBER: H96000000010 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/02/1996 TIME REQUESTED: 09:32:08  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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*1-2-96*

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96 JAN -2 AM 10:56  
DIVISION OF CORPORATIONS

**RICARDO MARTINEZ-CID**

PROFESSIONAL ASSOCIATION,  
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1100 CORAL WAY • SUITE 210 • MIAMI, FLORIDA 33145 2860 • TELEPHONE (305) 858 2494 • FACSIMILE (305) 858 2513

December 8, 1995

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

Re: **INGERSA S.A. INCORPORATED**

Gentlemen:

The following documents are for filing with your office in connection with the captioned corporation:

1. Articles of Incorporation - 2 sets.
2. Certificate of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

Filing fee.....	35.00
Certified copy of Articles of Incorporation	52.50
Certificate of Registered Agent.....	<u>35.00</u>
	\$122.50

Upon filing of these documents, please send me one certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,



Ricardo Martinez-Cid

RMC/bm

cc: Client

encls.

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H9600000010

**ARTICLES OF INCORPORATION**

**INGERSA S.A. INCORPORATED**

Article I - Name

The name of this corporation is INGERSA S.A. INCORPORATED.

Article II - Purpose

This corporation is organized to participate in the South Florida capital markets, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 7315 S.W. 131 Avenue, Miami, Florida 33183.

The name of the initial Registered Agent of this corporation is MARIO L. CABELLO of 7315 S.W. 131 Avenue, Miami, Florida 33183.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is JAIME NEBOT BOHRER, of 520 Brickell Key Drive, Apartment #1814, Miami, Florida 33129, who will also serve as president/ secretary/treasurer of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is MARIO L. CABELLO, of 7315 S.W. 131 Avenue, Miami, Florida 33183.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H 9600000010

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Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date the articles are filed with the Florida Secretary of State.

Article IX - By-Laws

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

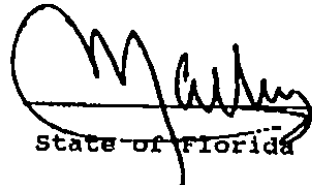
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this December 29, 1995.

  
MARIO L. CABELLO

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared MARIO L. CABELLO, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this December 29, 1995.

  
/ Notary Public  
State of Florida at Large



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CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That INGERSA S.A. INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named MARIO L. CABELLO, located at 7315 S.W. 131 Avenue, Miami, Florida 33183, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of INGERSA S.A. INCORPORATED to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this December 29, 1995.

  
MARIO L. CABELLO  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
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FOR VALUE RECEIVED, MARIO L. CABELLO hereby assigns all  
subscription rights in or to INGERSA S.A. INCORPORATED to the order  
of RICARDO MARTINEZ-CID, TRUSTEE

  
\_\_\_\_\_  
MARIO L. CABELLO