

MANUEL ZAIAC  
ATTORNEY AT LAW

SUITE 2350 ONE CENTRUST FINANCIAL CENTER  
100 SOUTHEAST 2ND STREET  
MIAMI, FLORIDA 33131  
TELEPHONE 358-4580  
FAX 374-6007

Corporate Records Bureau  
Division of Corporations  
Department of State  
P O Box 6327  
Tallahassee, Florida 32301

April 12 2000

400003229364--5  
-04/28/00--01090--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of  
LEDAKON AMERICAS INC.

Also enclosed is a check in the sum of \$ 122.50 to cover charter tax,  
filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

  
Manuel Zaiac

MZ:Ada

encls.

00 APR 28 PM 1:06

FILED

BROWN MAY - 1 2000

ARTICLES OF INCORPORATION  
OF

LEDAKON AMERICAS , INC.

Article I - Name

The name of this corporation is:  
LEDAKON AMERICAS , INC.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

Imports and exports of all types of goods and merchandise

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares  
of one dollar (\$ 1.00 ) par value common  
stock.

Article V - Preferences, Limitations and  
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed  
ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for  
the election of directors and for all other purposes shall be vested exclusive-  
ly in the holders of the outstanding Common Shares.

Article VI - 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

00 APR 28 PM 1:06  
RECEIVED THE  
CLERK OF THE  
CITY OF MIAMI

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 VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is:

100 S.E. 2nd street (2350) Miami, Fl. 33131

and the name of the initial registered/<sup>resident</sup>agent of this corporation at that address is:

MANUEL ZATAC

#### Article VIII - Initial Board of Directors

This corporation shall have three 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 1. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Larry Akerman Lederman	2950 N.W. 75th Avenue Miami Fl. 33122
Sammy Akerman	same
Bernardo Akerman	same

#### Article IX - Incorporator

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

Bernardo Akerman 2950 N.W. 75th Avenue Miami Fl. 33122

#### Article X - Bylaws

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

#### Article XI - 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 XII - Indemnification

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

### Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions 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 incorporaiton this 12th day of April 2000 .

Bernardo Herrera

**Subscriber**      BERNARDO AKERMAN

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

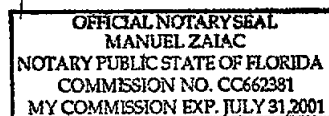
BEFORE ME, a Notary Public authorized to take acknowledgments in  
the State and County set forth above, personally appeared

BERNAEDO AKERMAN

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that he executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal, in the State and County aforesaid, this 12th day of April

*Manuel Zaiac*  
MANUEL ZAIAC



IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT

LEDAKON AMERICAS, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI  
(CITY)

STATE OF FLORIDA

(STATE)

HAS NAMED

MANUEL ZAIAC

(NAME OF RESIDENT AGENT)

LOCATED AT 100 S.E. 2nd Street Miami Florida 33131 Suite 2350

(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF \_\_\_\_\_, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT

(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Bernardo Akerman

(CORPORATE OFFICER)

Bernardo Akerman President

TITLE

DATE

April 12 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE  
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION  
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Manuel Zaiac

(RESIDENT AGENT)

MANUEL ZAIAC

DATE

April 12 2000

00 APR 12 2000 PM 1:06  
STATE OF FLORIDA