

P000000 69066

MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

SUITE 602 • PLAZA CENTER WEST

251 ROYAL PALM WAY

P.O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III, P.A.

TELEPHONE (561) 659-1111
FAX (561) 659-4009
E-MAIL: pblaw@flips.net

July 14, 2000

VIA FEDEX

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
7-14-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 17 AM 8:48

FILED

RE: **LA LECHUZA CARACAS, INC.**
Our File No. 5324.1

Dear sir or madam:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$78.75 in payment of the following fees:

200003325122--2
-07/17/00--01117--021
****78.75 ****78.75

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 8.75
TOTAL:	<u>\$ 78.75</u>

Thank you for your cooperation in this matter.

Sincerely,



Mario G. de Mendoza, III

MGMIII/ss
Enclosures

JUL 20 2000

ARTICLES OF INCORPORATION
OF
LA LECHUZA CARACAS, INC.

Article I - Name

EFFECTIVE DATE
7-14-00

The name of this corporation is LA LECHUZA CARACAS, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

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.

Article VI - Distribution of Assets

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Article VII - 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 exclusively in the holders of the outstanding common shares.

Article VIII - 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

FILED
00 JUL 17 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 IX - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, Esquire.

Article X - Initial Board of Directors

The corporation shall have one (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

VICTOR VARGAS
Jet Center, Suite 208
1100 Lee Wagener Blvd.
Fort Lauderdale, FL 33315

JOSE LUIS FEAUGAS M.
Jet Center, Suite 208
1100 Lee Wagener Blvd.
Fort Lauderdale, FL 33315

EMMA CISNEROS
Jet Center, Suite 208
1100 Lee Wagener Blvd.
Fort Lauderdale, FL 33315

Article XI - Incorporator

The name and address of the person signing these Articles of Incorporation is:

MARIO G. DE MENDOZA, III
Mendoza and Callas
P.O. Box 2715
251 Royal Palm Way, Suite 602
Palm Beach, Florida 33480

Article XII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIV - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.


Article XV - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XVI - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of July, 2000.



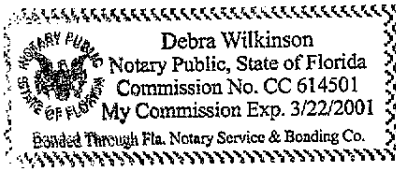
MARIO G. de MENDOZA, III
Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared **MARIO G. de MENDOZA, III**, who is personally known to me

and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14th day of July, 2000.



Debra Wilkinson

Debra Wilkinson, Notary Public
Commission No. CC614501
My commission expires: March 22, 2001

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: **LA LECHUZA CARACAS, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Town of Palm Beach, State of Florida, has named Mario G. de Mendoza, III, Esq., located at 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480, as its agent to accept service of process within Florida.

LA LECHUZA CARACAS, INC.

SIGNATURE: _____

Mario G. de Mendoza, III

TITLE: _____

Assistant Secretary

DATE: _____

July 14, 2000

SECRETARY OF STATE
PALM BEACHES, FLORIDA
00 JUL 17 AM 8:48
FILED

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Mario G. de Mendoza, III

DATE: _____

July 14, 2000