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LAW OFFICES
BERNSTEIN & BERGER, P.A.
SUITE 2608 NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132

JEFFREY A. BERNSTEIN
DAVID S. BERGER

TELEPHONE (305) 371-4555
FAX (305) 374-1789

November 13, 2000

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

600003464936--2
-11/15/00--01103--008
****122.50 *****78.75

RE: Vasconia, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Vasconia Ltd. along with an extra copy and a check in the amount of \$122.50. Kindly file the articles and return a certified copy to my office.

Thank you for your kind consideration.

Very truly yours,



DAVID S. BERGER

DSB/ve
Enclosure

FILED
00 NOV 15 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-21
we

**ARTICLES OF INCORPORATION
OF
VASCONIA, INC.**

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00 NOV 15 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, as set forth in Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is **VASCONIA, INC.**

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purpose

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

ARTICLE IV.

Capital Stock

This corporation is authorized to issue 100 shares of FIVE DOLLARS (\$5.00) par value common stock.

ARTICLE V.

Initial Registered Office and Agent - Principal Office

The street address of the initial registered office of this corporation is 100 N. Biscayne Boulevard, Suite 2608, Miami, Florida, 33132 and the name of the initial registered agent of this corporation at that address is **David S. Berger**. The initial Principal office shall also be located at 100 N. Biscayne Boulevard, Suite 2608, Miami, FL 33132.

ARTICLE VI.

Directors

This corporation shall have one director 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. The name, address and corporate title of the initial Director of this corporation is:

Luis Fernando Londono
President, Director

Mailing Address
c/o Bernstein & Berger, P.A.
100 N. Biscayne Blvd. Suite 2608
Miami, FL 33132

ARTICLE VII.

Incorporator

The name and address of the person signing these Articles is: David S. Berger, as Incorporator, 100 North Biscayne Blvd., Suite 2608, Miami, FL 33132.

ARTICLE VIII.

Powers

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

ARTICLE IX.

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 X.

Beginning of Corporate Existence

The date when corporate existence shall begin shall be November 20, 2000.



DAVID S. BERGER, Incorporator

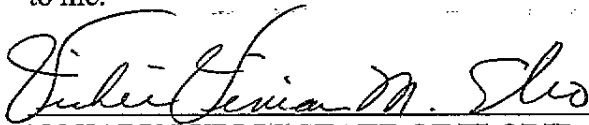
STATE OF FLORIDA)

) SS:

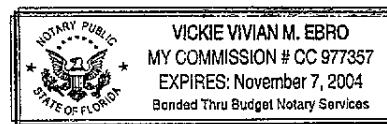
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **DAVID S. BERGER**, known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of November, 2000. Affiant is personally known to me.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in

compliance with said Act: First—that **VASCONIA, INC.**, is qualified to do business under the laws of the State of Florida with its principal office at Miami, County of Dade, State of Florida, has appointed **DAVID S. BERGER**, 100 N. Biscayne Blvd., Suite 2608, Miami, FL 33132, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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.

BY:



DAVID S. BERGER
Registered Agent

1000000.000

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00 NOV 15 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA