

PO1000016063

Law Offices
Michael S. Hacker
Suite 3800
First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2310
U.S.A.

9 February, 2001

Admitted to Practice:

U.S. Supreme Court
State of Florida
District of Columbia

U.S. District Courts:

Florida
Arizona
Arkansas
Illinois
Wisconsin
Pennsylvania
Indiana
Nebraska
Washington, D.C.

U.S. Courts of Appeal:

San Francisco, California
Washington, D.C.
Chicago, Illinois
Atlanta, Georgia
New Orleans, Louisiana
New York, New York
Denver, Colorado
Cincinnati, Ohio
St. Louis, Missouri
Richmond, Virginia
Philadelphia, Pennsylvania
Boston, Massachusetts

U.S. Tax Court

U.S. Customs Court

U.S. Court of Claims

U.S. Military Appeals Court

U.S. Veterans Appeals Court

U.S. International Trade Court

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

Re: Articles of Incorporation

Dear Sirs:

Enclosed herewith please find the original and one copy of our Articles of Incorporation, and a check for \$122.50 covering your various fees.

Please issue a charter and send a certified copy of same back to these offices.

Thank you for your attention to the foregoing.

Very truly yours,



LAW OFFICES MICHAEL S. HACKER

Litigation
International

Telephone:
(305) 371-4286

Telefax:
(305) 371-4288

Automobile:
(305) 965-1400

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2001 FEB 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

INTEROCEANICA S. de R.L., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

INTEROCEANICA S. de R.L., INC.

ARTICLE II

The general nature of the business and the objects and purposes of this Corporation are as follows:

1. To own, run, develop, operate and maintain airport concessions, subconcessions, real estate development, and all airport operations and maintenance activities.

2. To operate as an operations and maintenance contractor for the U.S. Department of Defense.

3. The said Corporation may perform any part of its business within or without the State of Florida, in other states or colonies of the United States, and foreign countries.

ARTICLE III

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 60 shares, \$1.00 par value stock.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The initial post office address of the principal place of business of this Corporation in the State of Florida is:
2843 S. Bayshore Drive, Suite 5A, Miami, Florida, 33133.

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors may increase or diminish from time to time by bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VIII

The name(s) and post office address(es) of the First Board of Directors(s) of this Corporation shall be:

RAUL TORRES	2843 S. BAYSHORE DRIVE
	SUITE 5a
	MIAMI, FLORIDA 33133

The name(s) and post office address(es) of the Officers of this Corporation shall be:

RAUL TORRES	2843 S. BAYSHORE DRIVE
President, Secretary/	SUITE 5A
Treasurer	MIAMI, FLORIDA 33133

ARTICLE IX

The name and post office address of each subscriber and the number of shares of stock which each agree to take therefor are:

RAUL TORRES	2843 S. BAYSHORE DRIVE
60 Shares	SUITE 5A
	MIAMI, FLORIDA

ARTICLE X

The Corporation shall have the further right and power to:

1. From time to time to determine the time and place that the books of this Corporation shall be open for inspection.


2. The Corporation may in its bylaws, confer powers upon its Board of Directors or Officers in addition to the power authorized and expressly conferred by statute.

3. All Stockholders and Directors shall have power, as the bylaws so provide, to hold their respective meetings at such places as may from time to time be designated by the Board of Directors; and to have one or more officers within or without the State of Florida to keep the books of the Corporation (subject to the provisions of the Statutes) outside of the State of Florida.

4. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Certificate of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being all of the original subscribers

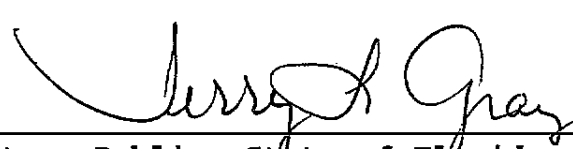
to the capital stock hereinafter-named for the purpose of forming a corporation-for-profit, to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, have hereunto set my hand and seal this 9 day of February, 2001



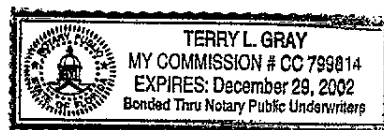
RAUL TORRES

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Raul Torres, who is personally known to me to be the person who executed the foregoing Articles of Incorporation in my presence and she acknowledged before me that she signed the same for the purpose therein stated this 9 day of February, 2001.



Notary Public, State of Florida



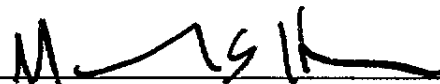
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That -- INTEROCEANICA S. de R.L., INC.,
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at Miami, Dade County, Florida, has named
MICHAEL S. HACKER, Esq., Law Offices, Michael S. Hacker,
Suite 3800, 200 South Biscayne Boulevard, Miami, Florida
33131, as its agent to accept service.

A C K N O W L E D G M E N T:

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.


MICHAEL S. HACKER

Registered Agent

FILED
2001 FEB 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA