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ACCOUNT NO. : 072100000032

REFERENCE : 092340 7265153

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

2001 MAR 27 PM 1:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ORDER DATE : March 26, 2001

ORDER TIME : 5:06 PM

ORDER NO. : 092340-005

CUSTOMER NO: 7265153

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CUSTOMER: Mr. Gregorio A. Dickson
Gregorio A. Dickson
Attorney At Law
4455 Nautilus Drive

Miami, FL 33140

DOMESTIC FILING

NAME: IMPORTADORA AMERICANA, INC.

EFFECTIVE DATE: :

- XXX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XXX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT.

EXAMINER'S INITIALS:

ES
3/27/01

RECEIVED
01 MAR 27 AM 8:52
DIVISION OF CORPORATION

**ARTICLE OF INCORPORATION OF
IMPORTADORA AMERICANA, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Importadora Americana, Inc.

The principal place of business of this corporation shall be:

P.O. Box 84
Miami, Florida 33142-0084

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TALLAHASSEE FLORIDA

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is to engage in or transact any lawful activity or business permitted under the laws of the United States, the State of Florida and any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4455 Nautilus Drive, Miami Beach, Florida 33140 and the name of the initial registered agent of the corporation at that address is Gregorio A. Dickson, Esq.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. SMALL BUSINESS ELECTION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Officer/Director: Jorge A. Leon
P.O. Box 84, Miami, Fl. 33142-0084

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jorge A. Leon
P.O. Box 84, Miami, Fl. 33142-0084

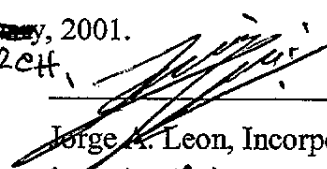
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of ~~February~~, 2001.

MARCH



Jorge A. Leon, Incorporator

FL. D. L. # L500-471-51-128-0

STATE OF FLORIDA)
):ss
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 11 day of ~~February~~, 2001, by Jorge A. Leon, who is personally known to me and did/did not produce MARCH FL. D. L. # L500-471-51-128-0 as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11 day of ~~February~~, 2001

MARCH, NOTARY PUBLIC: 
STATE OF FLORIDA AT LARGE

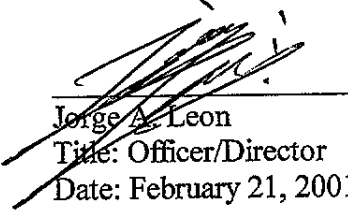
Commission Number: CE 844178 Commission Expires: July 21, 2003



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office / Registered Agent in the State of Florida.

1. The name of the Corporation is: **Importadora Americana, Inc.**
2. The name of the Registered Agent of the corporation at that address of the registered office is: Gregorio A. Dickson, Esq. 4455 Nautilus Drive, Miami Beach, Florida 33140



Jorge A. Leon
Title: Officer/Director
Date: February 21, 2001

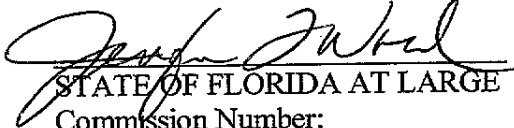
Having been named as Registered Agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered agent.



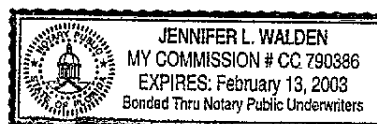
Gregorio A. Dickson, Esq.
Registered Agent

The foregoing instrument was acknowledged before me this 22 day of ~~February~~ ^{March}, 2001, by Gregorio A. Dickson, who is personally known to me and ~~did~~ did not produce as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of ~~February~~ ^{March}, 2001



STATE OF FLORIDA AT LARGE
Commission Number:
Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2001 MAR 27 PM 1:46

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