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GEORGE J. DEFABIO
LEONARD P. FENN

FILED
01 MAY -7 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 3, 2001

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

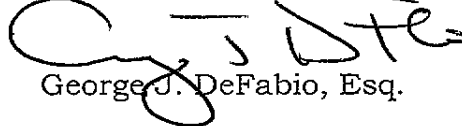
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-05/08/01--01020-014
122.50 *78.75

Re: ASEPOR, INC.

Dear Sir or Madam:

Please be advised that this office represents the aforementioned business in this matter. Enclosed please find two original Articles of Incorporation for ASEPOR, INC. and our check in the amount of \$122.50. We have also attached a self-addressed stamped envelope for return of same.

Very truly yours,


George J. DeFabio, Esq.

GJD/yv

D. BROWN MAY 11 2001

ARTICLES OF INCORPORATION

OF

ASEPOR, INC.

FILED
01 MAY -7 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **ASEPOR, INC.**

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of all one class at one (\$5.00) Dollars each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

8461 N.W. 74th Street
Miami, Florida 33166

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO, ESQ.
2121 Ponce de Leon Boulevard
Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of by-laws of the corporation in the manner provided by law, but shall never be less than one.

NAME

ADDRESS

ARI ARAUZ

8235 Lake Drive #D503
Miami, FL 33166

MANFRED JUNKER

Ciudadela Las Cumbres, Manzana 12, Solar 7
Cond. Siglo 21, Apt. #4, Guayaquil, Ecuador

ARTICLE VIII

INCORPORATORS

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

NAME

ADDRESS

ARI ARAUZ

8235 Lake Drive #D503
Miami, FL 33166

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the by-laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

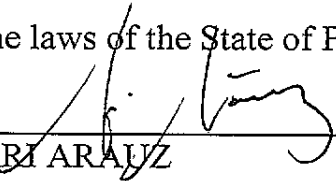
If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

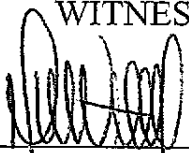


ARI ARAUZ

STATE OF FLORIDA)
COUNTY OF DADE)

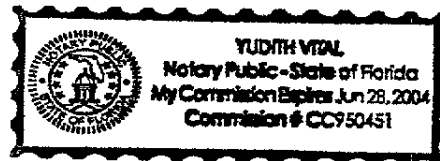
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared ARI ARAUZ before me and known to be the person described in and who executed the foregoing Articles of Incorporation, as the incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 8th day of March, 2001.



NOTARY PUBLIC

My Commission Expires:



REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That **ASEPOR, INC.** desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named GEORGE J. DeFABIO, located at 2121 Ponce de Leon Boulevard, Suite 430, Coral Gables, Florida, as its Registered Agent to accept service of process.

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 provisions of said Act relative to keeping said office open.


BY: 
GEORGE J. DeFABIO

STATE OF FLORIDA)
COUNTY OF DADE)

FILED
01 MAY -7 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 8th day of March, 2001.

PUBLIC NOTARY

My Commission Expires:
 YUDITH V. TAL...
Notary Public - State of Florida
My Commission Expires Jun 28, 2004
Commission # CC950451