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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

SANTIAGO HOLDING CO.

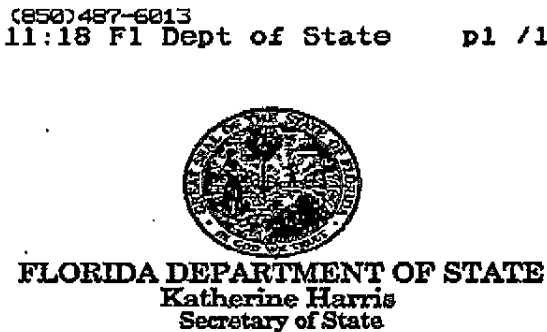
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May 29, 2001

FAS-T

SUBJECT: SANTIAGO HOLDING CO.
REF: W01000012103

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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Neysa Culligan
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New Filing Section

FAX Aud. #: H01000069224
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SANTIAGO HOLDING CO.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be : SANTIAGO HOLDING CO.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Address

781 Crandon Blvd. # 304
Key Biscayne, FL 33149

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, at \$1 par value

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Mario F. Gracia
781 Crandon Blvd. # 304
Key Biscayne, Fl 33149

**ARTICLES OF INCORPORATION
PAGE TWO**

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

Director

Mario F. Gracia
781 Crandon Blvd. # 304
Key Biscayne, Fl 33149

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows

Mario F. Gracia
781 Crandon Blvd. # 304
Key Biscayne, Fl 33149

**ARTICLES OF INCORPORATION
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ARTICLE X - BYLAWS

The power to adopt, after, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issue initially to the following corporation in the amount set opposite the name:

Offset Santiago S.A.C.V.	100%
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Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII- CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

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ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT


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

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



Mario F. Gracia
State of Florida

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



Mario F. Gracia