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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GRUPO HELGA HELGA, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF**GRUPO HELGA HELGA, INC.**

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

ARTICLE I. NAME

The name of the corporation shall be:

GRUPO HELGA HELGA, INC.

The principal place of business of this corporation shall be:

**4471 N.W. 36th STREET, SUITE 217
MIAMI, FLORIDA 33166**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business
permitted under the laws of the United States, the State of Florida or 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 in any one time is 100 shares of common stock having \$1.00 per value per share,
all of one class.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4471 N.W. 36th STREET, SUITE 217, MIAMI, FLORIDA 33166 and the initial registered agent of the corporation at that address is: HERNANDO GALINDO

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The corporation shall have board of directions consisting of no less than one director. The initial Board of Directors shall be:

-MARTHA L ARIAS Martha L Arias, PRESIDENT

ARTICLE VIII INCORPORATOR

The name and street address of the Incorporator of this corporation is MARTHA L ARIAS-----, 4471 N.W. 36th STREET, SUITE 217, MIAMI, FLORIDA 33166

ARTICLE IX AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

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ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 19 day of June, 2001 for the purpose of forming this Corporation under the laws of the State of Florida.

MARTHA L ARIAS *Martha L Arias*, PRESIDENT-INCORPORATOR

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

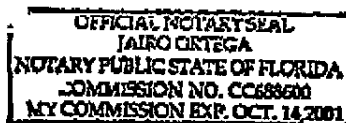
IN WITNESS WHEREOF I have hereby set my hand and seal

this 19 day of JUNE 2001

Hernando Galindo
NOTARY PUBLIC

Register Agent

Hernando Galindo
HERNANDO GALINDO

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