

P01060120084

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

000004733230--9
-12/19/01--01053--006
****131.25 *****87.50

SUBJECT: *HONDURAS Trading Corporation*

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

___ \$70.00 ___ \$78.75 ___ \$122.50 XXX \$131.25

FROM: Jorge A. Herrera

3625 S. W. 16th Terrace

Miami, Florida 33145

(305) 476-1566

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 19 AM 9:43

NOTE: Please provide the original and one copy of the articles.

B. REGISTER DEC 19 2001

W01-29090

ARTICLES OF INCORPORATION
OF
HONDURAS Trading Corporation.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 19 AM 9:43

ARTICLE I-NAME

The name of this corporation is *HONDURAS Trading Corporation* and the address of the corporation is 318 Majorca Avenue, Coral Gables, Florida 33134.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) SHARES OF COMMON STOCK AT ONE (\$100.00) PAR VALUE.

ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares of stock will receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is:

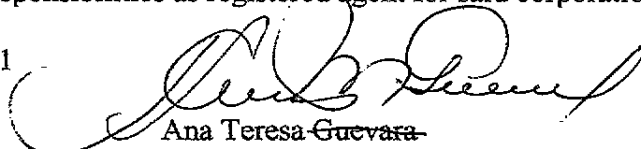
Ana Teresa Guevara, 5479 N. W. 72 Avenue, Miami, Florida 33166

GUERRA.

ATG

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date: November 5, 2001



Ana Teresa Guevara

GUERRA.

ATG

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 3 director initially. The number of directors may be increased or decreased from time to time as provided by the bylaws, but shall never be less than one. The name of the initial directors of this corporation are:

Ana Teresa Guevara — GUERRA
María Elena Paredes de Córdoba
María Elena Córdoba-Paredes

ATG

ARTICLE IX-INCORPORATORS

The name and address of the persons signing these Article of Incorporation are:

Ana Teresa Guevara, 5479 N. W. 72 Avenue, Miami, Florida 33166
María Elena Paredes de Córdoba, 318 Majorca Avenue, Coral Gables, Florida 33134
María Elena Córdoba-Paredes, 318 Majorca Avenue, Coral Gables, Florida 33134

ARTICLE X-BYLAWS

The power to adopt, alter, 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 issued initially to the following persons in the amount set opposite their names:

Ana Teresa Guevara GUERRA	50 Shares	ATG
María Elena Paredes de Córdoba	25 Shares	
Inversiones Centroamericanas S. de R. L de C. V.	25 Shares	

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 of 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 shares, or 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.

