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LAW OFFICES
RICHARD L. KATZ
SUITE 300
SALZEDO CENTRE
2100 SALZEDO STREET
CORAL GABLES, FLORIDA 33134

RICHARD L. KATZ
OCTAVIO E. MESTRE

TELEPHONE
(305) 443-3303
TELECOPIER
(305) 447-8509

December 14, 1994

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

Re: Articles of Incorporation for
Dondi, Inc.


600001358346
-12/20/94--01137--003
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Dondi, Inc. along with a check in the amount of \$70.00 to cover the cost of filing.

Thank you for your attention to this matter. If you need any further information, please do not hesitate to call.

Sincerely,


Octavio E. Mestre

OEM/ks
Enclosures (as stated)

789,625,706,671
N/94-27201

FILED
95 JAN -4 PM 2:20
TALLAHASSEE, FLORIDA

D. BROWN JAN - 4 1995



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 23, 1994

RICHARD L. KATZ, ESQ.
SALZEDO CENTRE, SUITE 300
2100 SALZEDO STREET
CORAL GABLES, FL 33134

SUBJECT: DONDI, INC.
Ref. Number: W94000027201

We have received your document for DONDI, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 694A00054261

If a new corporation is filed on or before December 31, 1994, it will be required to file a \$200 annual report between January 1 and May 1 of 1995.

If a file date of 1994 is not important to you, a delayed effective date of up to 90 days may be specified in the articles of incorporation. If the effective date requested is in 1995, an annual report would not be due until 1996.

If you have questions, please call (904) 487-6052.

LAW OFFICES
RICHARD L. KATZ
SUITE 300
SALZEDO CENTRE
2100 SALZEDO STREET
CORAL GABLES, FLORIDA 33134

RICHARD L. KATZ
OCTAVIO E. MESTRE

TELEPHONE
(305) 443-3303
TELECOPIER
(305) 447-8509

December 27, 1994

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

**Re: Articles of Incorporation for
Dondi, Inc.**

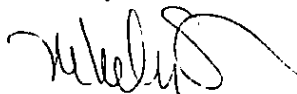
Dear Sir/Madam:

I am in receipt of your letter dated December 23, 1994 and accordingly, am enclosing the Articles of Incorporation with a corrected date of existence for January 1, 1995.

If you have any questions on the above, please call me at (305) 443-3303.

Thank you for your help and cooperation.

Sincerely,



Kimberly Shinder
Legal Assistant

/ks

Enclosure (as stated)

ARTICLES OF INCORPORATION

FOR

DONDI, INC.

FILED
95 JAN -4 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of this Corporation shall be:

DONDI, INC.

ARTICLE TWO
NATURE OF BUSINESS

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

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: January 1, 1995.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

ARTICLE FIVE
NUMBER OF DIRECTORS

All Directors of this Corporation must be at least eighteen (18) years of age. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one (1) Director.

ARTICLE SIX
CLASSES OF DIRECTORS

The Bylaws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 1,000.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$1.00.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- (e) — Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.

(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE
PRINCIPAL OFFICES OF CORPORATION

The mailing address of the corporation shall be:

Dondi, Inc.
P.O. Box 14-3677
Coral Gables, Florida 33114

ARTICLE TEN
REGISTERED OFFICE AND REGISTERED AGENT

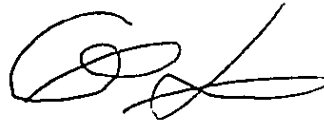
NAME

Octavio E. Mestre

ADDRESS

Law Offices of Richard L. Katz
2100 Salzedo Street, Suite 300
Coral Gables, Florida 33134

I HEREBY AGREE to act as Registered Agent for DONDI, INC., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



OCTAVIO E. MESTRE
(Registered Agent)

SUBSCRIBERS AND INITIAL DIRECTORS

The undersigned individuals, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

Subscriber/Director: Percy Vargas Alvarez

Street Address: Av. Sta Bernadita 180
Lima 1, Peru

Director: Ester Inchaustegua Menendez

Street Address: Av. Sta Bernadita 180
Lima 1, Peru

Director: Percy Vargas Balarezo

Street Address: Av. Sta Bernadita 180
Lima 1, Peru

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: August, 23 1994



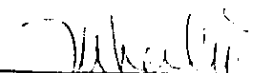
PERCY VARGAS ALVAREZ, President

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

FILED
95 JAN -4 PM 2:21
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared PERCY VARGAS ALVAREZ, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, or—produced _____ as **identification**, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 23rd day of August, 1994.



NOTARY PUBLIC, State of Florida

Commission, Seal, Printed Name of Notary:

