P95000002116

[illegible] ASSOCIATES, INC.

[illegible] S.W. [illegible]

SUITE # [illegible]

[illegible]

PHONE [illegible]

De[illegible]mbe[illegible] 16, [illegible]

Secretary of State
Division of Corporation
P.O. Box # [illegible]
Tallahassee, Fl. [illegible]

Re: Incorporation of [illegible]

Gentlemen:

Enclosed herewith are two e[illegible] copies of [illegible] of incorporation of [illegible] INTERNATIONAL [illegible]

We have enclosed our check in the amount of [illegible] the filing fees.

The above captioned Articles of Incorporation [illegible] filed with an effective date of January [illegible]

Please return the certified copy of the Articles to [illegible] at your earliest convenience

Sincerely,

Joe San Pedro

Joe San Pedro
for the Firm

EFFECTIVE DATE
1-1-95

FILED
95 JAN 6 AM 8 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[illegible]

T. BROWN JAN 1 0 1995

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 30, 1994

JOE SAN PEDRO
J.S.P. ASSOCIATES, INC.
7801 S.W. 24TH STREET, SUITE 107
MIAMI, FL 33155

SUBJECT: ALCA INTERNATIONAL
Ref. Number: W94000027585

We have received your document for ALCA INTERNATIONAL and your check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 294A00054877

CR2E042

595A 974

ARTICLES OF INCORPORATION

EFFECTIVE DATE
1-1-95

I, the understoned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, "Closed Corporation", Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation Generally, Chapter 607, of the Florida Statutes as currently and as shall hereafter be inforce and in effect, to the extent that the aforementioned provisions of Part II "Closed Corporation" Chapter 607, of the Florida Statudes, are not applicable thereto and [illegible] conflict therewith.

FILED
95 JAN -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is:

ALCA INTERNATIONAL, INC.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock the corporation is authorize to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of One Dollars and 00 Cents (1.00)

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation shall commence is no less than Five Hundred Dollars and 00 Cents (500.00)

ARTICLE V TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI ADDRESS

The initial street address of the principal office of the Corportion in the State of Florida is 104[illegible]1 S.W. 88 St. #D-110 MIAMI FL 33176 The Corporation may move its principal office to places within and without the State of Florida

ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statutes, shall be taken by a majority vote of the Board of Directors.

The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he, she or it, is the record owner.

ARTICLE VIII SUBSCRIBER

The name, street address, and number of shares subscribed by the initial subscriber to these articles of Incorporation are:

MANUEL I. CABRERA [illegible]
10431 S.W.88 ST #D-110
MIAMI
FL FL 33176

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX hereof.

ARTICLE IX EXISTENCE

The Corporation shall exist on the 01 [illegible] 19[illegible], such date being the day on which the subscriber to these articles of Incorporation shall purchase and be issued the shares subscribed for.

ARTICLE X AMENDMENTS

The Corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon [illegible] affirmative vote of the issued and outstanding stock at a duly constituted shareholdres meeting.

ARTICLE XI BY-LAWS AND STOCKHOLDERS AGREEMENTS

The Stockholders shall have the power to make, amend or repeal by-laws or stockholders agreement in place of by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporations they are now or hereafter in force and effect.

IN WITNESS HEREOF, I, the undersigned [illegible] original subscriber to the capital [illegible] described for the purpose of forming a [illegible] business both within and without the State of Florida, do make and file these Articles of Incorportion, hereby declaring and certifying that the facts herein contained are true, and do agree to receive the number of shares herein set forth, and hereunto set hand and seal this 12 DEC 1994.

Manuel J. Cabrera
MANUEL J. CABRERA

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and address of the officers and directors.

The following is submitted, in compliance with Chapter 48.091 of the Florida Statutes:

ALCA INTERNATIONAL, Inc.

A corporation organized (or organization) under the laws of the State of Florida with its principal office at 10431 S.W. 88 ST. #D-110, in the city of Miami, county of Dade, state of FL, has named MANUEL I. CABRERA of 10431 S.W. 88 #D-110 MIAMI, city of FL. county of Dade as its agent to accept service of process within this state.

OFFICERS

MANUEL I. CABRERA 10431 S.W.88 ST #D-110 MIAMI FL FL 33176	President Secretary Treasurer
CARLOS F ALEGRIA 10431 S.W. 88 ST #D-110 MIAMI FL 33176	Vice-President

DIRECTORS

MANUEL I. CABRERA

CARLOS F ALEGRIA

FILED
95 JAN -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Manuel I. Cabrera
By Corporate Officer

ACCEPTANCE

I agree as resident agent to accept service of Process; to keep office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service of place in office as required by law.

Filing fee: Seventy dollar and 00 cents ~~.......~~ 6 ~~182~~.5 C

Manuel I. Cabrera
MANUEL I. CABRERA
Resident Agent

STATE OF FLORIDA
SS:
COUNTY OF DATE

BEFORE ME, the undersigned authority, personally appeared MANUEL I. CABRERA to me will known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledges before me that he executed for purpose therein expressed.

Joe San Pedro
NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:

JOE SAN PEDRO
MY COMMISSION # CC 202925
EXPIRES: May 20, 1996
Bonded Thru Notary Public Underwriters