



EFFECTIVE DATE

JAN 19 1995

95 JAN 23 PM 12:37

ARTICLES OF INCORPORATION OF

DACORES Y CANITAS CORPORATION

ARTICLE I - NAME

The Name of this corporation shall be DACORES Y CANITAS CORPORATION . IT Shall be located at 2124 N.E. 123 Street  
#204-41 No. Miami, Florida 33181

ARTICLE II DURATION

This Corporation is to exist perpetually. It shall Commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - CAPITAL SOCK

This corporation is authorized to issue 1000 (One Thousand) Shares of stock at par value each of \$1.00 (One Dollar Par Value).

ARTICLE IV- PURPOSE

THIS Corporation is au organized for the purpose of transacting any and all business permitted under the laws of the united States of America and the laws of the State of Florida.

ARTICLE V- premtive rights

Every sharehplder, upon the sale for cash of any new stock of thi corporation of the same class, kind or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which it is offeræd to others.

ARTICLE VI - INITIAL REGISTERD OFFICE AND AGENT

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The Street address of the initial registered office of this corporation id :

and the name of the registered agent of this corporation at that address is : Claudia Adriana Mendez Chacon.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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This Corporation shall have (3) directors initially. The number of directors may be increased or dimished from time to time in such manne as may be prescribed by the by-laws but shall never be less than one (1).

ARTICLE VIII -INITIAL DIRECTORS

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THE NAME AND STREET ADDRESSES OF EACH MEMBER OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION ARE:

<u>NAME and Address</u>	<u>OFFICE TO BE HELD</u>
CLAUDIA ADRIANA MENDEZ CHACON 2124 N.E. 123 Street #204-41 North Miami, Florida 33181	PRESIDENT -----.
Lilia AURORA CASTRO DE AREVALO Calle 196 no.26-04 Apt. 112 Bogota, Columbia	Vice President & Treasurer
CLAUDIA AURORA AREVALO CASTRO Calle 196 No. 26-04 Ap 112 Bogota , Columbia	Secretary

ARTICLE IX- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION, AND ANY PERSON WHO SERVES AT THE REQUEST OF THIS CORPORATION, FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS HAVING HERETOFORE OR HEREAFTER BEING A DIRECTOR OR OFFICER OF THE CORPORATION, OR BY REASON OF ANY ACTIONED ALLEGED ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM AS SUCH DIRECTOR OR OFFICER, AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES PROVIDED THAT NO PERSON SHALL BE INDEMNIFIED AGAINST, OR BE REIMBURSED FOR ANY EXPENSES INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY AS TO WHICH IT SHALL BE ADJUDGED THAT SUCH OFFICER OR DIRECTOR IS LIABLE FOR NEGLIGENCE OR WILLFUL MISCONDUCT IN THE PERFORMANCE OF HIS DUTIES.

THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE MAY BE LAWFULLY ENTITLED NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE CORPORATION TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIALLY HEREIN PROVIDED FOR.

ARTICLE X - REMOVAL OF DIRECTORS

ANY DIRECTION OF THE ENTIRE BOARD OF DIRECTORS MAY BE REMOVED WITH OR WITHOUT CAUSE, BY A VOTE OF THE HOLDERS OF A MAJORITY OF THE SHARES THEN ENTITLED TO VOTE AT AN ELECTION OF DIRECTORS, AT A SPECIAL MEETING OF SHAREHOLDERS, CALLED EXPRESSLY FOR THAT PURPOSE.

article xiv- AMMENDMENT

These Articles of Incorporation may be ammended in the manne provided by law. Every ammendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by majority vote of the stock entitled to vote threon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation 19th day of January 1995.

Claudia A. Mendez

Claudia Adriana Mendez Chacon  
Subscriber of the Corporation  
2124 NE 123 ST #204-41  
Miami, Fl 33181

STATE OF FLORIDA  
County of Dad SS

BEFORE, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared  
CLAUDIA ADRIANA MENDEZ CHACON

known to me and known by me to be the persons who executed the foregoing articles of incorporation, and they acknowlege before me that they subscribed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this  
19th day of January 199<sup>5</sup>.

Gustavo L. Marinello



GUSTAVO L. MARINELLO  
My Commission CC269303  
Expires Mar 19, 1997  
Bonded By HAI  
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 40.091, Florida Statutes, the following is submitted, in compliance with said act:

First --That DACORES Y CANITAS CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami County of DADE State of FLORIDA has named CLAUDIA ADRIANA MENDEZ CHACON located at 2124 N.E. 123 Street #204-41 North Miami, Florida 33181

CITY OF Miami COUNTY OF DADE

State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED RESIDENT AGENT)**

Having been named to accept service for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Claudia A. Menendez  
(resident Agent)

CLAUDIA ADRIANA MENDEZ CHACON

FILED  
SECRETARY OF STATE  
95 JAN 23 PM 12:37



GUSTAVO L. MARINELLO  
My Commission CC269303  
Expires Mar. 19, 1997  
Bonded By HAI  
800-422-1555

*G. L. Marinello*