

P95000011535

February 5, 1995

State of Florida
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida, 32399

Ref: Incorporation of "Cuba Consultants Corp."

Dear Sir/Madam:

I am attaching the Articles of Incorporation, Bylaws, and Certificate of Shares on "Cuba Consultants Corp."

I am also attaching a check in the amount of \$90.00 towards the incorporation fee of \$150.00.

I had recently intended to file for a fictitious name, believing that this was a requisite in order to incorporate under a name other than my own (personal) name. For that purpose I had forwarded a check in the amount of \$60.00 to the State of Florida's Fictitious Name Department. After I was notified by the same Department of the proper steps to follow in order to incorporate, I talked to Ms. Stacy Prather, Florida's Fictitious Name Department, who advised me that the \$60.00 could be applied to the incorporation fee of Cuba Consultants Corp.

I would appreciate it if you do apply the \$60.00 check towards the incorporation of this new Business. Please, call me at (305) 538-5223 or 538-2684 if you have any questions on this matter.

I want to take this opportunity to express my sincere appreciation and to commend the personnel at the Fictitious Name Dept., as well as to the personnel dealing with incoming calls to the State of Florida's Division of Corporations for the professionalism, courtesy and expedience in which they handled my inquiries. Every person that I and my son talked to, displayed a knowledgeable, straight to the point, yet courteous and cordial disposition and manner that can not be surpassed.

Sincerely,


Guillermo Cueto

cc: The Secretary of State,
State of Florida.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CUBA CONSULTANTS CORP.**

ARTICLE I - NAME

The name of this Corporation is CUBA CONSULTANTS CORP. and its address is P.O. Box 402507, Miami Beach, FL 33140.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to provide consulting services to multinational companies as well as to other private or public entities in matters pertaining to past, present or future economic, social, or political-related issues regarding Cuba.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is William F. Cueto, and his address is 4318 Alton Road, Miami Beach, Florida 33140.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME/TITLE	ADDRESS
Guillermo Cueto, President & Chief Executive Officer	4318 Alton Road Miami Beach, FL 33140
Norma L. Cueto, Executive Vice President, Treasurer & Chief Financial Officer	4318 Alton Road Miami Beach, FL 33140

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NAME/TITLE
William F. Cueto
Legal Counsel

ADDRESS
4318 Alton Road
Miami Beach, FL 33140

Santiago A. Cueto, Senior Vice President,
Chief of International Operations & Secretary

4318 Alton Road
Miami Beach, FL 33140

Carlos A. Cueto, Senior Vice President
& Chief of Domestic Operations

4318 Alton Road
Miami Beach, FL 33140

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is William F. Cueto and his address is 4318 Alton Road, Miami Beach, Florida 33140.

ARTICLE X - AMENDMENT

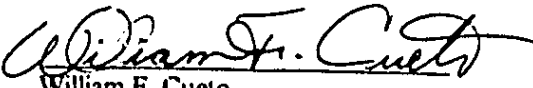
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this sixth day of February, 1995.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS SIXTH DAY OF FEBRUARY, 1995.

BY 
William F. Cueto
Registered Agent / Incorporator