


February 3, 1995

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P95000012201

44-1970-1011-4101-18, 19, 24
10-10-2000-1011-10-001
44-1970-1011-4101-18, 19, 24

FILED
1995 FEB 10 AM 8 46
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
New York, New York
Clerk's Office
Attention: Mr. [illegible]
Room 1707
Telephone: (212) 312-3400
Fax: (212) 312-3401
E-mail: [illegible]

Very truly yours,

 Jose R. Pujols

2/14/95
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ARTICLES OF INCORPORATION

OF

STEPHANOR, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation

**ARTICLE ONE
NAME**

The name of the corporation is STEPHANOR, INC

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 5,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 14213 S.W. 110 Street, Miami, Florida 33186, and the name of its initial registered agent at such address, is Stephanie Urban.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is Three
(3) The name and address of each person who is to serve as a member of the initial board of directors is

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Name	Address
Stephanie Urban	14213 S W 110 Street, Miami, Florida 33186
Willfredo Quintana	1890 S W 110 Street, #106, Miami, Florida 33155
Erica M Urban	14213 S W 110 Street, Miami, Florida 33186

ARTICLE SEVEN INCORPORATORS

The name and address of each incorporator is:

Name	Address
Stephanie Urban	14213 S W 110 Street, Miami, Florida 33186

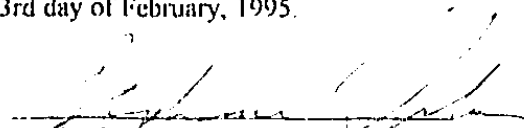
ARTICLE EIGHT INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law

ARTICLE NINE AMENDMENTS

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHERETO, I, Stephanie Urban, being the incorporator of this corporation, make and file these articles of incorporation this 3rd day of February, 1995.


Stephanie Urban, Incorporator

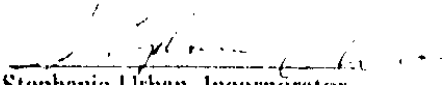
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48 901, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED

THAT STEPHANOR, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT

1890 S W 57 AVENUE, #106
MIAMI, FLORIDA 33155

HAS NAMED STEPHANIE URBAN, LOCATED AT 14213 S W 110 STREET, MIAMI,
FLORIDA 33186, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Stephanie Urban, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

By 
Stephanie Urban

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