

P95000016292
nuñez accounting
& tax service, inc.

7035-G Southwest 47th Street
Miami, Florida 33155
Telephone: (305) 284-1190

February 10, 1995

Corporate Records Bureau
P.O. BOX 6327
Tallahassee, Florida 32301

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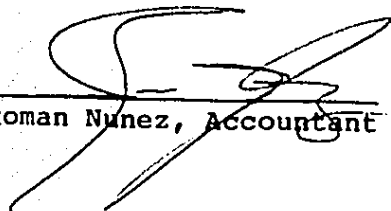
RE: IRSA INTERNATIONAL INC.

Dear Sir;

Relative to the above proposed Florida Corporation, I am enclosing an original and one copy of Articles of Incorporation. Please return one certified copy to this office.

I am also enclosing a check for the amount of \$ 122.50 to cover all filing fees.

Sincerely,


Roman Nunez, Accountant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

IRSA INTERNATIONAL INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

NAME AND ADDRESS

The name of this corporation shall be
IRSA INTERNATIONAL INC.
(hereinafter referred to as the corporation). Its principal office shall be located at 6823 MAIN STREET in the city of MIAMI LAKES, county of DADE state of Florida; and its mailing address shall be the SAME AS ABOVE

ARTICLE II.

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign country or countries; to buy, sell, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agents, in any part of the world.

b. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection of benefit of the corporation.

c. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, or in the future to be enacted, are hereby included in and made a part hereof by reference.

d. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing, wholesaling, or otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

e. It shall be lawful to purchase, sell, lease as owner, factor, broker and agent, supplies and equipment, of all kinds, types and descriptions whatsoever, together with accessories, parts and all manner of equipment related thereto.

f. To manage, supervise, operate, control, lease, let and sublet, apartments, office buildings, dwelling houses and all kinds of character of property of every nature whatsoever.

g. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

h. To engage in the exchange of currency of foreign countries and the currency of the United States.

i. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company and to secure the same by mortgage pledge, deed or trust, or otherwise.

j. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

ARTICLE III.

TERM OF EXISTENCE

The corporation shall be deemed to have perpetual existence.

ARTICLE IV.

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED (100)
shares of a par value of ONE DOLLAR (\$1.00)

b. All shares to be issued fully paid and non-assessable. The capital stock of the corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said termination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. In the event any shareholder be unable to attend a shareholders' meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE V.

ALIENATION OF STOCK

In furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and conduct of the affairs of the corporation.

a. Any stockholder shall have the right and power without the consent of other stockholders of the corporation to substitute for himself or themselves in this corporation other persons, whether they are stockholders or not, so long as the corporation or the then other existing stockholders are first offered such stock. This does not limit the right of any stockholder to negotiate with the corporation or the other stockholders of the corporation as a group for the sale of this stock;

and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated; and if such a sale cannot be consummated, then

b. The party desiring to sell all or part of his stock shall serve notice upon all other stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of his stock stating the number of shares to be sold, the name and address of the person desiring to purchase same, and the sales price and terms of payment of such sale; said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

c. For a period of fifteen (15) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered. If the corporation fails to exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholder or stockholders may exercise the option individually or, if more than one, on an equally proportionate basis within thirty (30) days after the termination of the corporation's option to redeem.

d. In the event that neither the corporation nor the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein the offering stockholder shall be free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price and upon the terms and conditions set forth in the offer;

PROVIDED, HOWEVER; that such disposition must be made within ninety (90) days following the stockholder's offer.

ARTICLE VI.

PREEMPTIVE RIGHTS

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

ARTICLE VII.

BY-LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provisions creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which

said By-Laws may, from time to time and whenever necessary,
be amended by the Board of Directors of the Corporation.

ARTICLE VIII.

BOARD OF DIRECTORS

The Board of Directors shall initially consist of
TWO (2) Directors. The number of Directors may be
either increased or diminishe from time to time by the
By-Laws but shall never be less than TWO (2).

ARTICLE IX.

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Direc-
tors who, subject to the provisions of the Articles of
Incorporation, the By-Laws and the Act of the Legislature
approved June 1, 1925, and the acts amendatory thereto,
shall hold office for the first year of the corporation's
existence, or until their successors are elected and shall
have qualified, are the following:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	RAMON OLIVARES	6823 MAIN STREET MIAMI LAKES, FL 33014
Vice President	NONE	
Secretary	RAMON OLIVARES	6823 MAIN STREET MIAMI LAKES, FL 33014
Treasurer	NONE	

ARTICLE X.

SUBSCRIBERS

The name of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
RAMON OLIVARES 6823 MAIN STREET MIAMI LAKES, FL 33014	100 (ONE HUNDRED)

ARTICLE XI.


RESIDENT AGENT

The resident agent of the corporation and his address is:

RAMON OLIVARES
6823 MAIN STREET
MIAMI LAKES, FL 33014

IN WITNESS WHEREOF, the undersigned has have made and signed these Articles of Incorporation at the city of MIAMI, county of DADE, state of Florida, for the uses and purposes aforesaid.

SIGNED IN THE PRESENCE OF:



RAMON OLIVARES (SEAL)

(SEAL)

(SEAL)

(SEAL)

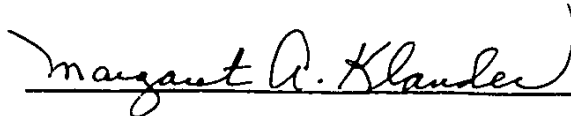
CERTIFICATE OF NOTARY

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I, a Notary Public duly authorized in the State
and County above named to take acknowledgements, HEREBY
CERTIFY that on this 10 day of FEBRUARY,
1995, personally appeared RAMON OLIVARES

to me well known to be the person(s) described in the
foregoing Articles of Incorporation, consisting of nine
pages including this one, as Subscriber(s) in said Articles
and who executed those Articles of Incorporation freely
and voluntarily having acknowledged same before me.

IN WITNESS WHEREOF, I have hereunto set my official
hand and seal at the city of MIAMI ,
county of DADE , and state of Florida, on this
10 day of FEBRUARY, 1995.



Notary Public, State of Florida

My Commission Expires:

(SEAL)



MARGARET A. KLAUDER
MY COMMISSION # 00 142867 EXPIRES
September 26, 1995
BONDED THRU TROY FARM INSURANCE, INC.

FILED

95 FEB 27 AM 10 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF RESIDENT AGENT

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

IRSA INTERNATIONAL INC.

a corporation organized under the laws of the Stat of
Florida, with its principal office at

6823 MAIN STREET

in the city of MIAMI LAKES, county of _____
DADE, State of Florida,

has named

RAMON OLIVARES, located at

6823 MAIN STREET, city of _____

MIAMI LAKES, county of DADE, State
of Florida,

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

Acceptance:

I, RAMON OLIVARES, agree as Resident
Agent to accept Service of Process; to keep office open
during prescribed hours; to post my name in some conspicuous
place in office as required by law.


(Seal)