

H9500003773

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135-
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TO

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FRIATROY INTERNATIONAL CORP.
REF: W95000007154

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(7)

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ARTICLES OF INCORPORATION
of
PRIATROY INTERNATIONAL CORP.

WE, THE UNDERSIGNED, DR. JOSE MANUEL PRIAS PENA,
ANTONIO JOSE BERMUDEZ, SUSANA ALVAREZ AND RAMIRO CALVO
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 Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

PRIATROY INTERNATIONAL CORP.

ARTICLE II

The general nature of the business and the objects and
purposes proposed to be transacted and carried on are to do
any and all of the things mentioned, as fully and to the same
extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of
franchises, or for additional working capital, or for any
other object in or about its business or affairs, and without
limit as to amount, to incur debt, and to raise, borrow, and
secure the payment of money in any lawful manner, including
issue and sale of other disposition of bonds, warrants,
debentures, obligations, negotiable and transferable
instruments and evidence of all kinds, whether secured by
mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind
and description and for the purpose of attaining any of the
objects of the corporation, to do and perform any other acts
or things, and to exercise any and all powers which a co-
partnership or natural person could do and exercise, and
which now are, or hereafter may be authorized by law and
generally to do and perform any and all things necessary or
incident to the performing and carrying out of the powers
hereinabove specifically delegated or implied.

Prepared by:

Alfredo Sanchez, CPA
3200 SW 8 St. #202A
Miami, FL 33134
305-445-9025

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ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock at NOW PAR value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pro-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED & NO/100 DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 5200 S.W. 8TH STREET - SUITE 202A, CORAL GABLES, FLORIDA 33134 and with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be RAMIRO CALVO.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
DR. JOSE MANUEL FRIAS PERA	3293 N.W. 13TH TERRACE MIAMI, FL 33125
ANTONIO JOSE BERNUDEZ	3293 N.W. 13TH TERRACE MIAMI, FL 33125
SUSANA ALVAREZ	3293 N.W. 13TH TERRACE MIAMI, FL 33125
RAMIRO CALVO	3293 N.W. 13TH TERRACE MIAMI, FL 33125

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ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
DR. JOSE MANUEL PRIAS PENA	PRESIDENT	3293 N.W. 13TH TERRACE MIAMI, FL 33125
ANTONIO JOSE BERNUDEZ	VICE-PRESIDENT	3293 N.W. 13TH TERRACE MIAMI, FL 33125
SUSANA ALVAREZ	TREASURER	3293 N.W. 13TH TERRACE MIAMI, FL 33125
RAMIRO CALVO	SECRETARY	3293 N.W. 13TH TERRACE MIAMI, FL 33125

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
DR. JOSE MANUEL PRIAS BERNUDEZ	3293 N.W. 13TH TERR. MIAMI, FL 33125	60
ANTONIO JOSE BERNUDEZ	3293 N.W. 13TH TERR. MIAMI, FL 33125	20
SUSANA ALVAREZ	3293 N.W. 13TH TERR. MIAMI, FL 33125	10
RAMIRO CALVO	3293 N.W. 13TH TERR. MIAMI, FL 33125	10

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ARTICLE XLJ.

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

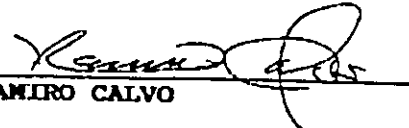
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that FRIATSOY INTERNATIONAL CORP. (name of the corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Coral Gables, State of Florida, has name RAMIRO CALVO of 3293 N.W. 13TH TERRACE, MIAMI, FLORIDA 33125 as its agent to accept services of process within Florida.


DR. JOSE MANUEL FRIAS PERNA
CORPORATE OFFICER

DATE: MARCH 29, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I heraby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


RAMIRO CALVO

DATE: MARCH 29, 1995

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ARTICLE XIII

ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF DADR) SS:

I HEREBY CERTIFY that on this 29TH day of MARCH, 1995 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, DR. JOSE MANUEL FRIAS PENA, ANTONIO JOSE BERMUDEZ, SUSANA ALVAREZ AND RAMIRO CALVO parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.

Barbara Calvo
Notary Public
State of Florida at Large

My commission expires:

Subscribers:



BARBARA CALVO
My Commission 00491022
Expires Nov. 20, 1998
Bonded by HAI
800-422-1625

DR. JOSE MANUEL FRIAS PENA, PRESIDENT

ANTONIO JOSE BERMUDEZ, VICE-PRESIDENT

Susana Alvarez
SUSANA ALVAREZ, TREASURER

Ramiro Calvo
RAMIRO CALVO, SECRETARY

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