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April 3, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

FILED
95 APR -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attn.: New Filing Section

Dear Sirs:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of

KOWELL CORPORATION

and a check for \$ 122.50 in favour of the Secretary of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Incorporation and one stamped copy.

The name has not been reserved, however an inquire was made, with the result that at the time the inquire was made the name was available.

For a faster return, there is enclosed a Federal Express form so you can send it overnight to the undersigned, along with a check to the order of Federal Express for their charges.

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-04/05/95--01011--018
****122.50 ****122.50

Very truly yours,

Alberto Amoros

Def 4-7

ARTICLES OF INCORPORATION
OF
KOWELL CORPORATION

FILED
95 APR -6 PM 2:23
SECRET
TALLAHASSEE, FLORIDA

The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is:

KOWELL CORPORATION.

ARTICLE II

PRINCIPAL OFFICE

The Corporation's Principal Office in the State of Florida is at 8381 S. W. 40th Street, Miami, Dade County, Postal Zip Code 33155. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE III

DURATION

The Corporation is to have perpetual existence.

ARTICLE IV

PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the Corporation which shall be in addition to the authority of the Corporation to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, is as follows:

- (i) To carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant, for individuals, firms,

associations, and corporations in the distribution, delivery, purchase, and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any kind and all kinds of business, for any and all purposes.

- (ii) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal, agent or in any other capacity, merchandise and properties of every kind and nature, and any interests therein, and, to purchase, sell and deal in and with, at wholesale and retail, merchandise and properties of every kind and nature, and any interests therein, for exportation from, and importation into the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise and properties and any interests therein in domestic markets and domestics and foreign merchandise and properties and any interests therein, in foreign markets, and to do a general foreign and domestic exporting and importing business.

The foregoing purposes shall, except as otherwise expressly provided, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall each be regarded as independent, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the purposes of the Corporation now or hereafter conferred by the laws of the State of Florida, nor shall the expression of one thing be deemed to exclude another, though it be of like nature, not expressed: provided, however, that the Corporation shall not have power to carry on within

the State of Florida any business whatsoever the carrying on of which would preclude it from being classified as an ordinary business corporation under the laws of the said State; nor shall it carry on any business, in any other state, territory, district or country except to the extent that the same may lawfully be carried on or exercised under the laws thereof.

ARTICLE V

POWERS OF THE CORPORATION

The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Corporation is formed, as follows:

- (1) To sue and be sued, complain and defend in its name corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist, its officers and employees;

- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (8) To lend money, invest and reinvest its funds, and receive and hold real or personal property as security for repayment;
- (9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (10) To elect Directors and appoint officers, employees and agents of the corporation, and define their duties, fix their compensation, and lend them

money and credit;

- (11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (12) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share options plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or former directors, officers, employees, and agents of its subsidiaries;
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE VI

CAPITAL STOCK

SECTION 1. The total number of shares which the Corporation has authority to issue is fifty thousand (50,000) shares of capital stock of the par value of \$ 10.00 (ten dollars) each having an aggregate par value of \$ 500,000.00 (five hundred thousand dollars).

All such shares are of one class and are shares of common stock.

SECTION 2. Each share of stock of the Corporation shall entitle thereof to a pre-emptive right, for a period of 30 (thirty) days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Corporation or any equity and/or voting shares of stock rights or options which the Corporation proposes to grant for the purchase of shares of stock of the same class of the Corporation or of equity and/or voting shares of any class of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the Corporation or equity and/or voting shares of stock of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors.

SECTION 3. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

SECTION 4. The common stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services rendered received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

SECTION 5. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE VII

REGISTERED OFFICE

The post office address of the place at which the Registered Office of the Corporation in the State of Florida will be located is 8381 S. W. 40th Street, Miami, Dade County, Postal Zip Code 33155.

ARTICLE VIII

REGISTERED AGENT

The Corporation's Registered Agent is Francisco Penedo whose post office address is 8381 S. W. 40th Street, Miami, Dade County, State of Florida, Postal Zip Code 33155.

ARTICLE IX

DIRECTORS

The initial number of directors of the Corporation shall be two (2), and the name and address of the one who shall act as such until the first annual meeting or until his successor is duly elected and qualify is as follows:

José Manuel Fernández 8381 S. W. 40th Street, Miami, FL. 33155

Ana María Soto 8381 S. W. 40th Street, Miami, FL. 33155

The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than two (2), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the

shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Corporation may fix the number of directors at a number other than two (2) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than two (2), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is as follows:

Francisco Penedo
8381 S. W. 40th Street
Miami, Florida 33155

ARTICLE XI

MANAGEMENT

The following provisions are inserted for the management of the business and for the

conduct of the affairs of the Corporation, and for creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

The Board of Directors shall have the management and control of the property, business and affairs of the Corporation, and is hereby vested with all the powers possessed by the Corporation itself so far as is not inconsistent with law or these Articles of Incorporation. In Furtherance and without limitation of the foregoing provisions, it is expressly declared that, subject to these Articles of Incorporation, the Board of Directors shall have power:

- a. To make, alter, amend or repeal from time to time Bylaws of the Corporation except as such power may otherwise be limited in the Bylaws.
- b. To authorize the purchase of shares of the Corporation in the open market or otherwise, provided the Corporation has assets legally available for such purpose, and to pay for such shares in cash, securities or other assets then held or owned by the Corporation.
- c. To determine, as provided herein, or if provision is not made herein, in accordance with generally accepted accounting principles, what constitutes annual or other net profits; from time to time to fix and vary the amount to be reserved as working capital; to set apart out of any surplus of the Corporation such reserves in such amounts and for such proper purposes as it shall determine and to abolish any such reserves or any part thereof.
- d. To distribute dividends from funds legally available therefor in such accounts, if any, and in such manner and to the stockholders of record as of such date, as the Board of Directors may determine.

- e. To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid.

ARTICLE XII

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XIII

INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against

liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Corporation against any liability to the Corporation or its stockholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

ARTICLE XIV

AMENDMENTS

From time to time any of the provisions of these Article of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Corporation at the time outstanding and entitled to vote, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XIV.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the

Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this third day of April, A. D. 1995.




Francisco Penedo

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

This is to certify that on this third day of April, 1995 before me, the subscriber, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared, Francisco Penedo to me known, to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and Notarial Seal the day and the year last above written.



Alberto Amorós
Notary Public
State of Florida

 **ALBERTO AMORÓS**
MY COMMISSION # CC329870 EXPIRES
November 11, 1997
BONDED THRU TROY FARM INSURANCE, INC.

95
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FILED
SECRET
TALLAHASSEE

In compliance with the Florida Business Corporation Act, the following is submitted:

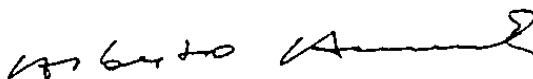
First, That KOWELL CORPORATION, desiring to organize under the Florida Business Corporation Act, has named Francisco Penedo, 8381 S. W. 40th Street, City of Miami, County of Dade, State of Florida, Zip Code 33155, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F.S.



Francisco Penedo
Registered Agent

Dated: this 3rd day of April of 1995.



ALBERTO AMOROS
MY COMMISSION # CC329870 EXPIRES
November 11, 1997
BONDED THRU TROY FARM INSURANCE, INC