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Victor A. Careaga

ATTORNEY & COUNSELLOR AT LAW

CAPITAL BANK BUILDING
MEZZANINE FLOOR
2151 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TEL. (305) 441-7040

FAX: (305) 441-6424

April 11, 1995

SECRETARY OF STATE
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

100001476871
-05/05/95--01021--003
****122.50 ****122.50

Re: Articles of Incorporation of BANTES OF FLORIDA, INC.

New Filings Section

Dear Sir or Madam:

Enclosed please find duly executed Articles of Incorporation for the above-proposed corporate entity, for your review and consideration, along with our draft in the amount of \$122.50 to defray the relevant filing fees..

Should the enclosed meet with your approval, kindly forward your Certificate of Incorporation and Certified Copies of the Articles at your earliest opportunity.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

[Signature]
VICTOR A. CAREAGA, ESQ.

vac/
encs.

Dmc
5/2/95

~~685,671~~

~~W95-8291~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY -1 AM 9:38

FILED

LAW OFFICES OF

Victor A. Careaga

ATTORNEY & COUNSELLOR AT LAW

TEL (305) 441-7040

CAPITAL BANK BUILDING
MEZZANINE FLOOR
2151 LEJEUNE ROAD
CORAL GABLES, FL 33134

FAX: (305) 441-6424

April 26, 1995

Doris McDuffie
Corporate Specialist Supervisor
FLORIDA DEPT. OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: BANTES OF FLORIDA, INC.
Ref No. # W95000008291

Dear Ms. McDuffie:

I am in receipt of your letter dated April 18th, and enclosures.

I return the Articles of Incorporation, together this time with our draft in the amount of \$122.50, payable to the Department, to cover the relevant filing fees for the above-named corporation.

Thank you for your prompt response.

Very truly yours, I


VICTOR A. CAREAGA, ESQ.

vac/
encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1995

VICTOR A. CAREAGA, ESQ.
CAPITAL BANK BUILDING MEZZANINE FLOOR
2151 LEJEUNE ROAD
CORAL GABLES, FL 33134

SUBJECT: BANTES OF FLORIDA, INC.
Ref. Number: W95000008291

We have received your document for BANTES OF FLORIDA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00018138

ARTICLES OF INCORPORATION

OF

BANTES OF FLORIDA, INC.

FILED

95 MAY -1 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation shall be BANTES OF FLORIDA, INC.

The principal place of business of this corporation shall be: 10381 S.W. 150th Court, Apt. 11104, Miami, FL 33186.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time 100 shares of common stock having a par value of \$1.00 each

ARTICLE IV REGISTERED AGENT AND
REGISTERED OFFICE

The registered agent's office address shall be located at Capital Bank Building, 2151 LeJeune Road, Mezzanine Floor, Coral Gables, FL. 33134, and the name of the initial registered agent of the corporation at that address is Victor A Careaga, Esquire.

ARTICLE V TERMS OF EXISTENCE

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

ARTICLE VI SPECIAL PROVISIONS

It is the intent of the incorporator(s) that the corporation will qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance

ARTICLE VII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are, and their titles are:

ALFONSO BARRANTES, Sr.

PRESIDENT

10381 S.W. 150th Court
Apt. 11104
Miami, Florida 33186

ALFONSO BARRANTES, Jr.

VICE-PRESIDENT

Same

ARTICLE VIII DIRECTORS

This corporation shall have no directors initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is(are)

ALFONSO BARRENTES, Sr	10381 S.W. 150th Court Apt # 11104 Miami, Florida 33186
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ALFONSO BARRANTES, Jr	Same
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ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares each agrees to take are as follows:

ALFONSO BARRANTES, Sr.	33 3 shares
ALFONSO BARRANTES, Jr	33 3 shares

ARTICLE XI. STOCKHOLDERS' MEETING(S)

The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XII. OFFICERS

The officers of this corporation shall be a President and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation

ARTICLE XIII. POWERS

This corporation shall have the following powers

A To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or any other manner reproduced.

B To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets

D To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.

E To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, or individuals, or direct or indirect obligations of the United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof

F To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and

other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds so loaned or invested

H. To conduct its business, carry on the operations and have offices and exercise the powers granted by Florida Statutes 607, within or without the State

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation

K. To make donations for the public welfare or for charitable, scientific or for educational purposes

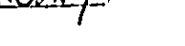
L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and employees of its subsidiaries


N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation

FEBRUARY, 1995



ALFONSO BARRANTES, Sr.



ALFONSO BARRANTES, Jr.

ALFONSO BARRANTES, Sr.

ALFONSO BARRANTES, Jr.

B653-013-66-267-0 JR - FLORIDA
DRIVERS' LICENSE
1198449 - PERUVIAN PASSPORT

OFFICIAL NOTARY SEAL
HUMPHREY H PACHECKER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC237119
MY COMMISSION EXP. OCT. 20, 1996



"OFFICIAL NOTARY SEAL"
HUMPHREY N. PACHECKER

95 MAY -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY am familiar with and accept the duties and responsibilities as
Registered Agent for BANTES OF FLORIDA, INC.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared VICTOR A CAREAGA ESQ, who, after being duly sworn says that he has read the foregoing designation and has signed and executed the same for the purposes set forth therein

SWORN AND SUBSCRIBED before me by VICTOR A CAREAGA this _____
day of _____, 1995

Produced Identification _____

Notary Public, State of Florida at Large

My commission expires: