

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
1-800-222-0391 (TAL)

800-142-8086



ACCOUNT NO. 071 00000032

REFERENCE : 596663 83834A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 10, 1995

ORDER TIME : 11:05 AM

ORDER NO. : 596663

CUSTOMER NO: 83834A

CUSTOMER: Rafael G. Moreno, Esq

EFFECTIVE DATE
MAY - 3 1995

DOMESTIC FILING

NAME: INTER-AMERICAN DEVELOPMENT
CORPORATION

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: _____

T. BROWN MAY 11 1995

RECEIVED
95 MAY 10 PM 12:14
DIVISION OF CORPORATION
FILED
95 MAY 10 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FL 32301

9500037384



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: INTER-AMERICAN DEVELOPMENT CORPORATION
Ref. Number: W95000009919

We have received your document for INTER-AMERICAN DEVELOPMENT CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 995A00023721

ARTICLES OF INCORPORATION
OF

INTER-AMERICAN DEVELOPMENT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of the corporation shall be:

INTER-AMERICAN DEVELOPMENT CORPORATION

ARTICLE II

Principal Mailing Address

The principal mailing address of this corporation shall be:

**INTER-AMERICAN DEVELOPMENT CORPORATION
3764 N.E. 207th Terrace
Aventura, Florida 33180**

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Duration

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The effective date of this corporation shall be May 3, 1995.

FILED
95 MAY 10 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAY - 3 1995

ARTICLE V

Capital Stock

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of ONE CENT (\$.01) per share. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered or to be rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to any right of cumulative voting. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any liquidating distributions that may be declared or paid by the Board of Directors out of the assets legally available for such purpose.

ARTICLE VI

Board of Directors

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation as provided by the By-Laws adopted by them, provided that the Corporation shall have at all times a minimum of one (1) director. The By-Laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times.

ARTICLE VII

Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Hector Formoso-Murias, Esq.
1101 Brickell Avenue
Penthouse
Miami, Florida 33131

ARTICLE VIII

Incorporator

The name and street address of the Incorporator of these Articles of Incorporation is:

Isidoro Farji
c/o Inter-American Development Corporation
3764 N.E. 207th Terrace
Aventura, Florida 33180

ARTICLE IX

Conflict of Interest

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X

Indemnification

This Corporation may indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises in which it owns shares of capital stock or of which it is a partner or creditor, to the full extent permitted by law. Said indemnification may include, but not be limited to, the expenses,

including the cost of any judgments, fines, settlements and professional fees, including attorney's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or is threatened to be made a party, by reason of his or her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any 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 under the provisions of this Article.

ARTICLE XI

Amendments

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Amendments shall be approved by the holders of not less than two-third (2/3) of the capital stock entitled to vote thereon unless such amendment is recommended by the Board of the Corporation in which case such amendment shall be approved by the holders of not less than a majority of the capital stock entitled to vote thereon.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 1995.



Isidoro Farji
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, personally appeared Isidoro Farji, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 26th day of April, 1995.



NOTARY PUBLIC
State of Florida at Large

My commission expires:

HECTOR FORMOSO-MURIAS
Notary Public State of Florida
My Commission Expires AUG 26, 1995
COMM. # CC 138879

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Hector Formoso-Murias, Esq.

P95000037384

FORMOSO - MURIA'S
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1101 BRICKELL AVENUE
PENTHOUSE
MIAMI, FLORIDA 33131

TELEPHONE (305) 378-0700
FACSIMILE (305) 378-3367

101 FEDERAL STREET - SUITE 1900
BOSTON, MASSACHUSETTS 02110
TELEPHONE (617) 348-7221
FACSIMILE (617) 348-7080

May 29, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

200002198422--2
-06/02/97--01148--010
****\$87.50 ****\$87.50

RE: Resignation of Registered Agent

Dear Sir/Madam:

Attached please find a check in the amount of \$87.50, to cover the fee for Resignation of Registered Agent of the following active corporation:

Inter-American Development Corporation
Date of Corporation: 5/10/95
Document No.: P95000037384

Thank you in advance for your prompt attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Marika G. Formoso
Marika G. Formoso

MGF/lr
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APPROVED
AND
FILED
97 JUN -6 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P95000037384
6 6 97
6 288

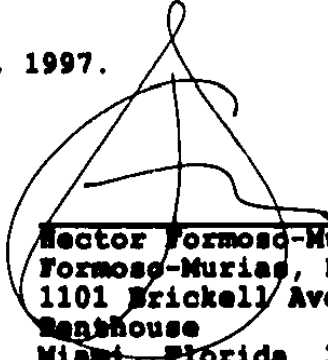
RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2) or 617.1509, Florida Statutes, the undersigned, Hector Formoso-Murias, Esq., does hereby resign as Registered Agent for:

Inter-American Development Corporation
Date of Incorporation: 5/10/95
Document No.: P95000037384

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed with the Secretary of State.

Signed this 28th day of May, 1997.


Hector Formoso-Murias, Esq.
Formoso-Murias, P.A.
1101 Brickell Avenue
Renthouse
Miami, Florida 33131

SECRETARY OF STATE
DIVISION OF CORPORATIONS
1997 MAY 29 PM 1:41

RECEIVED
MAY 29 1997

P95000037384

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

SUITE 1400 • BUNTRUST INTERNATIONAL CENTRE
ONE BOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 530-0000
TELEFAX (305) 371-0034
(305) 372-3070

June 24, 1997

Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida 32301

ASSOCIATED OFFICE
B'KEINER Y ASSOCIATES, S.C.
RIO DANDURO NO. 68 • 8° 15' N
COLONIA CUAUTEMOC, C.P. 06800
MEXICO, D.F. (MEXICO CITY)
TELEPHONE (52) 55 11 11 68
TELEFAX (52) 55 11 11 68

FILED
SEP -2 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Inter-American Development Corporation

600002231996--0
-07/07/97--01165--004
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find an original and one copy of a Designation and Acceptance of Registered Agent with regard to the above-captioned matter, along with our check in the amount of \$87.50 representing your fee for change of registered agent and a certified copy of the foregoing instrument.

If you should have any questions or need anything further, please advise.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

VS SEP 4 1997

RA Chg.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

INTER-AMERICAN DEVELOPMENT CORPORATION
3764 NE 207TH TERR
AVENTURA, FL 33180 US

SUBJECT: INTER-AMERICAN DEVELOPMENT CORPORATION
Ref. Number: P95000037384

Our records indicate the registered agent for the above named corporation resigned on June 8, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist

LAW OFFICES OF
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.
SUITE 1400 - SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE: (305) 530-0000
TELECOPIER: (305) 371-0034
(305) 372-3670

July 7, 1997

ASSOCIATED OFFICE:
H'KELNEK Y ASOCIADOS, S.C.
RIO DANUBIO NO. 88 - 54 PISO
COLONIA CUAUHTEMOC, C.P. 06500
MEXICO, D.F. (MEXICO CITY)
TELEPHONE: (5) 511-11-55
TELECOPIER (5) 533-50-74

Ms. Carol Mustan
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 8327
Tallahassee, Florida 32314

Re: InterAmerican Development Corporation
P95000037384

Dear Ms. Mustan:

Please be advised that I represent InterAmerican Development Corporation. In that regard, I am in receipt of your letter of June 20, 1997 addressed to my client. Recently, I sent to the Secretary of State a Designation and Acceptance of Registered Agent with regard to this corporation along with our check for your filing fee and certified copies. For your reference, I herewith enclose a copy of the Designation and Acceptance of Registered Agent and ask that you advise if you require anything further.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

cc: InterAmerican Development Corporation

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502, 607.0503, 607.1500, or 607.1501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: **INTER-AMERICAN DEVELOPMENT CORPORATION**
2. The mailing address of the corporation is: **2000 Southwest 60th Avenue
Plantation, Florida 33317**
3. Date of incorporation/qualification: **05/10/95** Document Number: **P95000037384**
4. The name and address of the current registered agent and office:

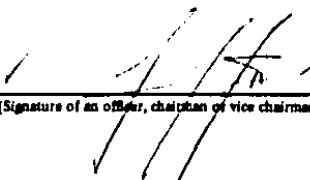
**Hector Formoso-Murias, Esq.
1101 Brickell Avenue
Penthouse
Miami, Florida 33131**

5. The name and address of the new registered agent and office:

**Michael Schiffrin, Esq.
Michael Schiffrin & Associates, P.A.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

August 14, 1997
(Date)

Hector Formoso-Murias, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

August 15, 1997
(Date)

If signing on behalf of an entity:

MICHAEL SCHIFFRIN

(Typed or Printed Name)

(Capacity)