P95000038413

Law Offica Manuel Diner, P. A.

April 6, 1995

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

Re: S & S International of South Florida, Inc. Our File No. 787-95 BAYBIDE OFFICE CENTER
IN NORTHEAST 3RD AVENUE
BUITE 601

Miami, Florida 3,9/32 TELEPHONE (305) 358-7890 FAX (308) 358-7191

1.00000014532461 -04/10/95--01074--002 -+++122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above referenced corporation, together with our check in the sum of \$122.50 representing the filing fee on same.

If you should have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.

Manuel Diner

MD/cf

Encl.

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SECRETAL SERVICE HOLDA

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Law Offics Manuel Diner, P. A.

May 8, 1995

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

Attn: Amanda Herring/Document Specialist

Re: Miguel A. Sanchez/S&S International of South Fla., Inc. Our File No. 787

Dear Ms. Herring:

This will acknowledge that there is an existing corporation named S & S International Inc. We have advised our clients of same; Nevertheless, they wish to use the name S&S International of South Florida, Inc., of so permitted.

BAYBIDE OFFICE CENTER

Miami, Florida 33192

TELEPHONE (305) 358-7880 FAX (305) 358-7191

Very truly yours,

MANUEL DINER, P.A.

Want Ones

Manuel Diner MD/cf

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April 14, 1995

LAW OFFICES OF MANUEL DINER, P.A. 141 NORTHEAST 3RD AVENUE STE 601 MIAMI, FL 33132

SUBJECT: S & S INTERNATIONAL OF SOUTH FLORIDA, INC.

Ref. Number: W95000008021

We have received your document for S & S INTERNATIONAL OF SOUTH FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6973.

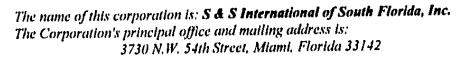
AMANDA HERRING Document Specialist

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

Letter Number: 695A00017191

ARTICLES OF INCORPORATION OF S & S INTERNATIONAL OF SOUTH FLORIDA, INC.

ARTICLE I. NAME AND ADDRESS OF CORPORATION



ARTICLE IL NATURE OF CORPORATION BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV. PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

INITIAL REGISTERED AGENT:

Manuel Diner

INITIAL REGISTERED OFFICE:

141 N.E. 3rd Avenue, Suite 601

Miami, Florida 33132

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is 3.

The name and address of the members of the initial Directors of the Corporation is:

Miguel Angel Sanchez, Calle Los Mijaos No. 89-120, Trigal Sur, Valencia, Venezuela

Maria Jesus Salinas, Calle Los Mijaos No. 89-120, Trigal Sur, Valencia, Venezuela.

Felix Saez de Ibarra, Altamira Avda. Luis Roche, Edfo. Xenia, Apto.#3, Caracas, Venezuela.

ARTICLE VII INITIAL INCORPORATOR

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

Miguel Angel Sanchez, Calle Los Mijaos No. 89-120, Trigal Sur, Valencia, Venezuela

STATE OF FLORIDA)

(SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this day of April, 1995 by Miguel Angel Sanchez who is personally known to me for has produced ______ vs identi, zo ion and who did [v] did not [] take an oath.

Witness my hand and official seal in Miami, Bade County, Florida, this 6 day of land

Notary Public, State of Florida

Print Name: (ARIDAD FERREIRA

My Commission Expires

CARLOAD FERREIRA

CARLOAD FERREIRA

CONTRICTORIO CO-283916

AND COMMEDIAN EXPIRES

MARIL 10, 1997