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PREMISE, RENT,
LEGAL & FINANCIAL SERVICES

99500039527

ACCOUNT NO. : 072100000032

REFERENCE : 601183 8894A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 70.00

31000014938518

ORDER DATE : May 18, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 601183

CUSTOMER NO: 8894A

CUSTOMER: Hilda Hernandez, Legal Asst
RITTER FEINSTEIN & ZARETSKY

Suite 100
555 Northeast 15th Street
Miami, FL 33132

RECEIVED
95 MAY 18 PM 11:08
DIVISION OF REGISTRATION

DOMESTIC FILING

NAME: ATITLAN, INC.

FILED
95 MAY 18 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN MAY 18 1995

ARTICLES OF INCORPORATION

OF

ATTILAN, INC.

FILED
95 MAY 18 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON
COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE ATTILAN, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE AT 5005
COLLINS AVENUE, #1501, MIAMI BEACH, FL 33140

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,
COUNTRY, TERRITORY OR NATION, INCLUDING BUT NOT LIMITED TO REAL ESTATE SALES, BROKERAGE,
FINANCING, PURCHASING, AND OWNING.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO
HAVE OUTSTANDING AT ANY ONE TIME IS 1,000 SHARES OF COMMON STOCK HAVING NO PAR VALUE
PER SHARE.

ARTICLE IV. ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE
555 NE 15 STREET, SUITE 100, MIAMI, FL 33132 AND THE NAME OF THE INITIAL REGISTERED
AGENT OF THE CORPORATION AT THAT ADDRESS IS LOUIS D. ZARETSKY.

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. OFFICERS AND DIRECTORS

THIS CORPORATION SHALL HAVE FIVE OFFICERS AND FIVE DIRECTORS, INITIALLY. THE NAME AND STREET ADDRESS OF THE INITIAL OFFICERS AND DIRECTOR WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED IS:

MARIA ODETTE ARZU CASTILLO DE CANIVELL - D, P, T, S
5001 COLLINS AVENUE, #1 501, MIAMI BEACH, FL 331 40.

MARIA ODETTE CANIVELL DE PALOMO- D, VP, AS
5001 COLLINS AVENUE, #1 501, MIAMI BEACH, FL 331 40.

MARTA ELENA CASAUS- D, VP
5001 COLLINS AVENUE, #1 501, MIAMI BEACH, FL 331 40.

PEDRO CANIVELL ARZU- D, VP
5001 COLLINS AVENUE, #1 501, MIAMI BEACH, FL 331 40.

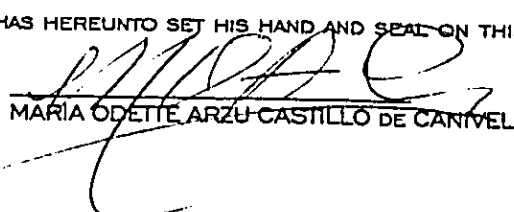
MARIA DEL ROCIO CANIVELL DE SOLORZANO - D, VP
5001 COLLINS AVENUE, #1 501, MIAMI BEACH, FL 331 40.

ARTICLE VII. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

MARIA ODETTE ARZU CASTILLO DE CANIVELL
5001 COLLINS AVENUE, #1 501, MIAMI BEACH, FL 331 40.

17 IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND AND SEAL ON THIS DAY OF MAY, 1 995.


MARIA ODETTE ARZU CASTILLO DE CANIVELL

STATE OF FLORIDA

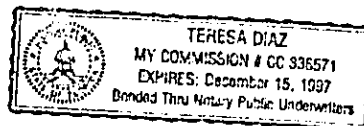
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 17 DAY OF MAY, 1 995, BY MARIA ODETTE ARZU CASTILLO DE CANIVELL. WHO PRODUCED _____

_____ AS IDENTIFICATION. SAID PERSON DID NOT TAKE AN OATH.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: _____

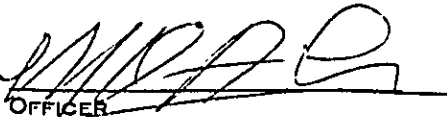


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
95 MAY 18 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

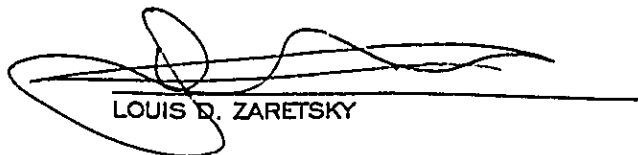
IN PURSUANCE OF CHAPTER 48,091 , FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED,
IN COMPLIANCE WITH SAID ACT:

ATITLAN, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, AT MIAMI,
COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LOUIS D. ZARETSKY, 555 NE 1 5 STREET
#1 00, MIAMI, FLORIDA 331 32 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.


OFFICER

ACKNOWLEDGMENT BY DESIGNATED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.


LOUIS D. ZARETSKY