

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171

904-408-7144



9500041838

ACCOUNT NO. : 07 0000000012

REFERENCE : 612756 130170A

AUTHORIZATION : *Fabrizio Pizzato*

COST LIMIT : \$ 70.00

ORDER DATE : June 8, 1995

ORDER TIME : 2:09 PM

ORDER NO. : 612756

CUSTOMER NO: 130170A

CUSTOMER: Emilio J. Masforroll, Cpa
EMILIO J. MASFORROLL, CPA

Suite 11
11180 W. Flagler Street
Miami, FL 33174

DOMESTIC FILING

NAME: VIA FREDDO, INC.

FILED
95 JUN -9 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUN 12 1995

ARTICLES OF INCORPORATION
OF
VIA FREDDO, INC.

FILED
95 JUN -9 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VIA FREDDO, INC.

The address of the principal office of this corporation shall be 14 Northeast 1st Avenue, Suite 1104, Miami, Florida 33132, and the mailing address of the corporation shall be the same.

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mauricio Frajlich Dir.	14 Northeast 1st Avenue Suite 1104 Miami, Florida 33132
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Carlos E. Enriquez Dir.	Same
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Dir.

ARTICLE VII. OFFICERS

The name 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:

Mauricio Frajlich 14 Northeast 1st Avenue
Pres. Suite 1104
 Miami, Florida 33231

Carlos E. Enriquez Same
Sec.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 9, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
95 JUN -9 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LRD/dks

P95000044838

VIA FREDDO INC.
14 N.E. 1st AVE SUITE 1104
MIAMI, FL 33132

701000115411887
-07/19/95-01055-001
*****35.00 *****35.00

OFFICE USE ONLY

(City, State, Zip) (Phone #)

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
JUL 19 PM 2:55
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Chg.
7/27
B

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, 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.

1a. The name of the corporation is: VIA FREDDO, INC.

1b. Date of Incorporation JUNE 9 1995 Document number P4500004838

2. The name and address of the current registered agent and office:

CORPORATION SERVICE COMPANY

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

MAURICIO FRAJLICH
14 NE 1ST AVE MIAMI FL 33132

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JUL 19 PM 2:55
TALLAHASSEE
FLORIDA

The street address of its registered agent 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]
SIGNATURE
JUNE 15, 1995
DATE

MAURICIO FRAJLICH, PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 [Signature]
(Registered Agent)
DATE June 9, 1995

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314