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((H95000006900))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: YOLANDA M. CARRENO, INC.  
12260 SW 8 ST., STE 118

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI FL 33184-1551

CONTACT: YOLANDA CARRENO

PHONE: (305) 554-4032

FAX: (305) 227-9813

((H95000006900))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUAREZ AMERICA INC.

FAX AUDIT NUMBER: H95000006900

DATE REQUESTED: 06/21/1995

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:37:41

*[Handwritten signature]*

FILED  
95 JUN 21 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/21/95 11:37 AM

FAX AUDIT NO. H95000006900

ARTICLES OF INCORPORATION  
OF  
SUAREZ AMERICA, INC.

FILED  
95 JUN 21 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Status of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: SUAREZ AMERICA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 21st of June, 1995

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a) Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature, and description wherever located, both

tangible and intangible, and including those in action, either as owner, broker, agent or factor.

c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs, and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

#### ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, at no par value which shall be designated as "common Stock".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is: 5805 Blue Lagoon Drive, Miami, Fl. 33126 and the name of the initial registered agent of this corporation at that address is: JOHN SMITH

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initial. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation until the first annual meeting of shareholder(s) or until their successor(s) are elected and shall qualify is (are):

<u>NAME</u>	<u>ADDRESS</u>	
JAVIER ODRIOSOLA SUAREZ	5805 Blue Lagoon Drive Miami, Fl. 33126	PRESIDENT & DIRECTOR
JOHN SMITH	575 West Park Dr #3203 Miami, Fl. 33172	SECRETARY & DIRECTOR

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles is (are):

<u>NAME</u>	<u>ADDRESS</u>	
JAVIER ODRIOSOLA SUAREZ	5805 Blue Lagoon Drive Miami, Fl. 33126	500 SHARES

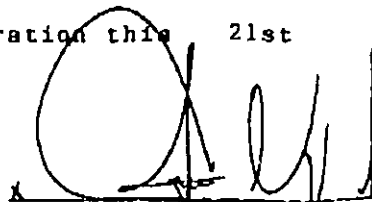
ARTICLE X - AMENDMENTS

This corporation reserves the right to mend re repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is (are) subject to this reservation.

ARTICLE XI - MAILING ADDRESS

The principal office and mailing address of this corporation is: 5805 Blue Lagoon Dr., Miami, Fl. 33126

IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this 21st day of June, 1995.

  
\_\_\_\_\_  
JAVIER ODRIOSOLA SUAREZ

STATE OF FLORIDA )  
COUNTY OF DADE ) S.S.

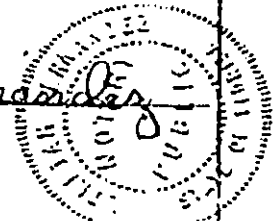
FILED  
95 JUN 21 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared: JAVIER ODRIOZOLA SUAREZ and JOHN SMITH known to me and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 21st day of June, 1995.

*William Fernandez*

OFFICIAL NOTARY SEAL  
WILLIAM FERNANDEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC418410  
MY COMMISSION EXP. NOV. 23, 1998



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR:  
SUAREZ AMERICA, INC. , AT THE PLACE  
DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DATE: June 21st, 1995

*[Signature]*  
RESIDENT AGENT

Yolanda M. Carreno, Inc.  
12260 S. W. 8th St. #118  
Miami, Fl. 33184

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FAX AUDIT NO. H95000006900