

P95 0000 60224

LAW OFFICES
W. E. DUNWODY, III, P.A.
RIVIERA PROFESSIONAL BUILDING
4075 PONCE DE LEON BOULEVARD, SUITE 305
CORAL GABLES, FLORIDA 33146-2113

TELEPHONE: (305) 666-5222
FACSIMILE: (305) 667-0890

August 2, 1995

FEDERAL EXPRESS
Department of State
Division of Corporations
409 E. Gaines Street, Old Jail
Tallahassee, FL 32399

900001552769
-08/03/95--01042--013
****122.50 ****122.50

Re: AWI ACQUISITION CORP.
EFFECTIVE DATE

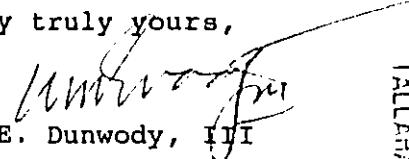
Gentlemen:

8-2-95

Enclosed please find an original and one copy of the Articles of Incorporation for the captioned corporation and a check in the amount of \$122.50 payable to the Secretary of State.

Please return to me a Certified Copy of the Articles of Incorporation.

Very truly yours,


W. E. Dunwody, III

FILED
1995 AUG -3 PM 10:23
SECRETARIAT
TALLAHASSEE, FLORIDA

WED:rw
Enclosures

CHECKED AUG 4 1995

**ARTICLES OF INCORPORATION
OF
AWI ACQUISITION CORP.**

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
NAME

The name of the corporation is AWI ACQUISITION CORP..

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV
DIRECTORS

The initial director of the corporation is:

W. E. DUNWODY, III
4675 Ponce de Leon Blvd., Suite 305
Coral Gables FL 33146

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this corporation is 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146, and the name of the initial Registered Agent of this corporation at that address is W. E. DUNWODY, III.

FILED
1995 AUG -3 PM 10:23
SECRETARY
TALLAHASSEE

ARTICLE VI
INCORPORATOR

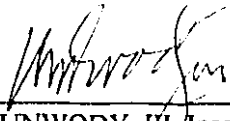
The name and address of the incorporator to these Articles of Incorporation is:

W. E. DUNWODY, III
4675 Ponce de Leon Blvd., #305
Coral Gables, Florida 33146

ARTICLE VII
DURATION

The effective date of this corporation shall be August 2, 1995, the date of the subscribing and acknowledgement of these Articles of Incorporation. This corporation shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 2nd day of August, 1995.

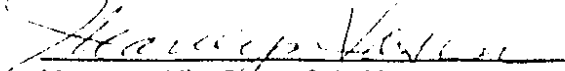


W. E. DUNWODY, III, Incorporator,
Subscriber and Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. E. DUNWODY, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he 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 2nd day of August, 1995.



Notary Public, State of Florida at Large
My Commission Expires:




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AWI ACQUISITION CORP.

2. The name and address of the registered agent and office is: W. E. DUNWODY, III, located at 4675 Ponce de Leon Blvd., #305, Coral Gables, Florida 33146

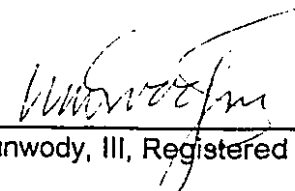

W. E. DUNWODY, III, Incorporator

FILED
1995 AUG - 3 PM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE THE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 2nd DAY OF August, 1995

By: 
W. E. Dunwody, III, Registered Agent

REGISTERED AGENT FILING FEE: \$35.00

P950000 60224

LAW OFFICES
W. E. DUNWODY, III, P.A.
RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD, SUITE 305
CORAL GABLES, FLORIDA 33146-2113

TELEPHONE: (305) 666-5222
FACSIMILE: (305) 667-0890

August 17, 1995

500001584705
-00021795-01008-013
*****87.50 *****87.50

FEDERAL EXPRESS
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E GAINES ST, OLD JAIL
TALLAHASSEE FL 32399

FILED
95 AUG 18 PM 12 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: AWI ACQUISITION CORP. change of name to ANCHOR
WORLDWIDE, INC.

ANCHOR WORLDWIDE, INC. change of name to
ANWOR, INC.

Dear Sir:

In connection with the above, I enclose herewith the following:

1. Articles of Amendment to Articles of Incorporation of AWI Acquisition Corp. changing its name to Anchor Worldwide, Inc.
2. Articles of Amondment to Articles of Incorporation of Anchor Worldwide, Inc. changing its name to Anwor, Inc.
3. Letter from Anchor Worldwide, Inc. assigning its name to AWI Acquisition Corp.
4. Check in the amount of \$87.50 for the filing fee (\$35) and certified copy of name change (\$52.50) from AWI Acquisition Corp. to Anchor Worldwide, Inc.
5. Check in the amount of \$43.75 for the filing fee (\$35) and a Certificate of Good Standing (\$8.75) for the name change from Anchor Worldwide, Inc. to Anwor, Inc.

Please return to me a Certified Copy of the Amendment changing the name of AWI Acquisition Corp. to Anchor Worldwide, Inc. and a Certificate of Good Standing for Anwor, Inc. (formerly Anchor Worldwide, Inc.)

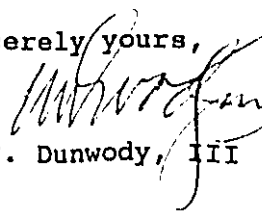
N. HENDRICKS AUG 22 1995

Amend

DEPARTMENT OF STATE
Page 2
August 17, 1995

Should you have any questions whatsoever, please call me.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "W. E. Dunwody, III". The signature is written in dark ink and is positioned above the typed name.

W. E. Dunwody, III

WED:mv
Enclosures

ANCHOR WORLDWIDE, INC.

1200 NW 78 TERR, STE 401

MIAMI FL 33126

August 16, 1995

Department of State
Division of Corporations
Tallahassee, Florida 32399

Re: ANCHOR WORLDWIDE, INC. -
Charter No. P92000005386

Gentlemen:

Please be advised that I am the President, and the individuals signing below are all of the Directors and Shareholders of ANCHOR WORLDWIDE, INC. ANCHOR WORLDWIDE, INC. has assigned all of its right, title and interest in and to its name to AWI Acquisition Corp., a Florida corporation.

The undersigned hereby consent and authorize AWI Acquisition Corp. to change its name to ANCHOR WORLDWIDE, INC.

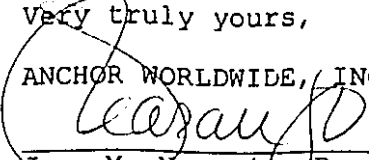
Simultaneous herewith, ANCHOR WORLDWIDE, INC. is submitting an Amendment to its Articles of Incorporation, changing its name.

Thank you for your cooperation in this matter, and should you have any questions whatsoever concerning this matter, please contact the attorney for AWI Acquisition Corp., W. E. Dunwody, III, at (305) 666-5222.

Thank you for your cooperation.

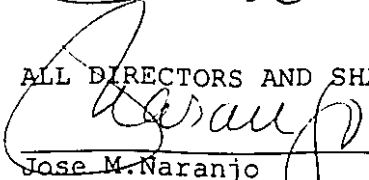
Very truly yours,

ANCHOR WORLDWIDE, INC.



Jose M. Naranjo, President

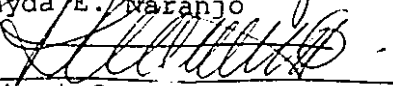
ALL DIRECTORS AND SHAREHOLDERS:



Jose M. Naranjo



Mayda E. Naranjo



Albert Oses

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
95 AUG 18 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST

The name of the corporation is: AWI ACQUISITION CORP.

SECOND

ARTICLE I of the Articles of Incorporation is hereby amended to change the name of this corporation to ANCHOR WORLDWIDE, INC.

THIRD

The foregoing amendment was approved and adopted by the Board of Directors on August 16, 1995 without shareholder action, and shareholder action was not required.

DATED this 16th of August, 1995.

AWI ACQUISITION CORP.

By Carlos A. Sanchez
Carlos A. Sanchez, President and Director

By Joseph Anthony Ciero
Joseph Anthony Ciero, Secretary and Director

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JOSEPH ANTHONY CIERO and CARLOS A. SANCHEZ, the President and Secretary, respectively, and all of the Directors of AWI ACQUISITION CORP., to me well known to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of August, 1995.



Marilyn Vosen
Notary Public, State of Florida at Large
My Commission Expires: