

P95000069043

AUGUST 28, 1995

SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

SUDAN ASSOCIATION, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE OF INCORPORATION,
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES
OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE
NAMED CORPORATION.

VERY TRULY YOURS,


PEDRO ROMERO

SEP 7 1995 BSB

SUDAN ASSOCIATION, INC.
15640 S.W. 58 ST.
MIAMI, FL. 33193

FILED
SEP-5 PM 3:25
TALLAHASSEE, FL.

ARTICLE OF INCORPORATION
OF
SUDAN ASSOCIATION, INC.

FILED
95 SEP -5 PM 3:35
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION IS, SUDAN ASSOCIATION, INC. AND THE PRINCIPLE OFFICE AND MAILING ADDRESS IS: 15640 S.W. 58 ST. MIAMI, FLORIDA 33193.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 15640 S.W. 58 ST. MIAMI, FLORIDA 33193 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS : PEDRO ROMERO.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:

PEDRO ROMERO
15640 S.W. 58 ST.
MIAMI, FLORIDA 33193

WILLIAM ROMERO
15640 S.W. 58 ST.
MIAMI, FLORIDA 33193

LOYDA ROMERO
15640 S.W. 58 ST.
MIAMI, FLORIDA 33193

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION ARE:

PEDRO ROMERO PRESIDENT
15640 S.W. 58 ST.
MIAMI, FLORIDA 33193

WILLIAM ROMERO VICE-PRESIDENT
15640 S.W. 58 ST.
MIAMI, FLORIDA 33193

LOYDA ROMERO SECRETARY/ TREASURER
15640 S.W. 58 ST.
MIAMI, FLORIDA 33193

ARTICLE IX

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW. BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTOR, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

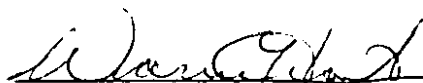
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

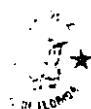
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 29th DAY OF August, 1995,
AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA.


PEDRO ROMERO


WILLIAM ROMERO


LOYDA ROMERO


WARREN HART, NOTARY PUBLIC AT
LARGE, STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-6368

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE
STATE AND COUNTY SET FORTH ABOVE. PERSONALLY APPEARED,

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE
STATE AND COUNTY AFORESAID, THIS 29th OF AUGUST, 1995.

Wanda G. Hard
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-8368

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, 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 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.


PEDRO ROMERO

FILED
95 SEP -5 PM 3:35
TALLAHASSEE, FLORIDA