

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 678449 5535A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : September 12, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 678449

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

0000001582550
09/12/95 01066-021
****122.50 ****122.50

EFFECTIVE DATE
SEP 11 1995

DOMESTIC FILING

NAME: ROUCOCO CORP.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

T. BROWN SEP 18 1995

FILED
95 SEP 12 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO

A PROFESSIONAL ASSOCIATION

TERREMARK CENTRE
19TH FLOOR
2601 SOUTH DAVENPORT DRIVE
MIAMI, FLORIDA 33131-3440

MIAMI (305) 816-5900
BROWARD (904) 323-0433
TELECOPIER (703) 837-0837

MIGUEL A. MASPONS
Extension 1320

September 12, 1995

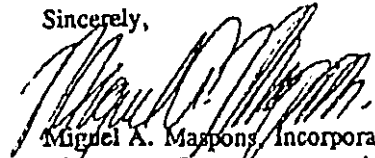
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL

Re: Roucoco Corp., a Florida corporation in process of
incorporation

Gentlemen:

This is to advise you that we are aware that a corporation in the State of Florida exists under the name of The Rouco Corp. Roucoco Corp. is not affiliated or in any way associated with The Rouco Corp. I trust that this information is sufficient.

Sincerely,


Miguel A. Maspón, Incorporator
of Roucoco Corp. (A corporation in process
of formation)

MAM/pm



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 12, 1995

use date
CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ROUCOCO CORP.
Ref. Number: W95000018330

resubmit letter with
We have received your document for ROUCOCO CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00041966

EFFECTIVE DATE
SEP 11 1995

FILED
95 SEP 12 PM 2:14
TALLAHASSEE, FLA

ARTICLES OF INCORPORATION
OF
ROUCOCO CORP.

The undersigned, acting as incorporator of ROUCOCO CORP. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: ROUCOCO CORP.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on September 11, 1995.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

111 San Lorenzo
Coral Gables, Fl. 33146

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$1.00 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Jeanne Rouco-Conesa	3819 Segovia St. #U Coral Gables, Fl. 33134
Rolando Conesa	3819 Segovia St. #U Coral Gables, Fl. 33134

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Miguel A. Maspons	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X

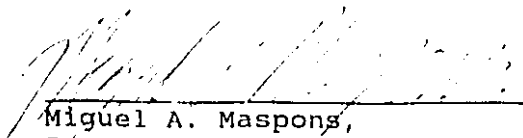
INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such

proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of September, 1995.


Miguel A. Maspons,
Incorporator

STATE OF FLORIDA

)
) SS:
)

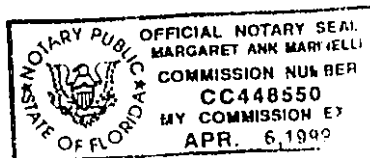
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11th day of September, 1995, by MIGUEL A. MASPONS, who is personally known to me.

NOTARY PUBLIC


Margaret Ann Marinelli

State of Florida at Large
My Commission Expires:

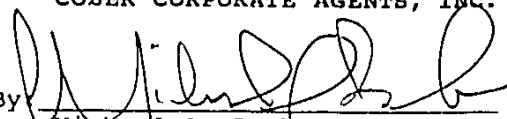


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for ROUCOCO CORP. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By



Michael A. Berke,
Vice President

FILED
95 SEP 12 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA