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(((H95000010476))) E-TRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TEPUY INTERNATIONAL, INC.
DEPARTMENT OF STATE 1350 PENNSYLVANIA AVENUE, SUITE 104
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000 CONTACT: MIAMI BEACH FL 33139- 0000
PHONE: (305) 541-0790
FAX: (305) 541-4015
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TEPUY INTERNATIONAL, INC.
FAX AUDIT NUMBER: H95000010476
DATE REQUESTED: 09/19/1995
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CERTIFICATE OF STATUS: 1
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ACCOUNT NUMBER: 071324000655

Not: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
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** ENTER 'M' FOR MENU. **
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FILED
95 SEP 19 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
95 SEP 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Handwritten: 395A

SEP 19 1995 PM 3:49

H95000010476

ARTICLES OF INCORPORATION
OF

TEPUY INTERNATIONAL, INC.

FILED
95 SEP 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: TEPUY INTERNATIONAL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1350 Pennsylvania Avenue, Suite 104
Miami Beach, FL 33139

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares of Common Stock, \$1.00 Par Value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Prepared by:

Winston Velasquez
1350 Pennsylvania Avenue, Suite 104
Miami Beach, FL 33139

Winston Velasquez
1350 Pennsylvania Ave.
Suite 104
Miami Beach, FL 33139

H95000010476

Tel: (305) 674-0506

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ARTICLE V INCORPORATOR(S)

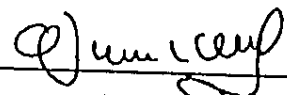
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are);

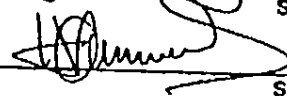
Winston Velasquez, President
1350 Pennsylvania Avenue, Suite 104
Miami Beach, FL 33139

Jose Carbonell, Vice President
1350 Pennsylvania Avenue, Suite 104
Miami Beach, FL 33139

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19 day of September, 1995.

x  _____
Signature

x  _____
Signature

Signature

H95000010476

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIG-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: TEPUY INTERNATIONAL, INC.

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

Winston Velasquez

(Name)

1350 Pennsylvania Avenue, Suite 104

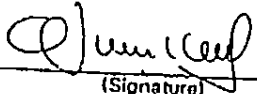
(P.O. Box not acceptable)

Miami Beach, FL 33139

(City/State/Zip)

FILED
95 SEP 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.

x 
(Signature)

September 19, 1995

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

H95000010476

P95000072512

LESLIE ALAN ROZENCWAIG, P.A.
ONE BISCAYNE TOWER
2 SOUTH BISCAYNE BOULEVARD
SUITE 1270
MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG
ROSARIO FERRERO

TELEPHONE (305) 370-8100
TELEFAX (305) 374-0300

October 13, 1995

Florida Department of State
Division of Corporations
P.O. Box 2367
Tallahassee, Florida 32314

9000001612479
-10/17/95--01039--003
*****35.00 *****35.00

RE: Tepuy International, Inc.
Our Client File Number 0448(d)

Dear Sir or Madam:

Enclosed please find Statement of Change of Registered Office and Registered Agent for the above-referenced corporation, and a check in the amount of Thirty-Five Dollars (\$35) representing the filing fee. Please process these accordingly, and acknowledge your receipt of this letter and check by signing the acknowledgement copy of this letter and returning it to us in the self-addressed stamped envelope provided.

Thank you for your prompt attention to this matter.

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.
ROSARIO ISABEL FERRERO

RIF/cg
Enclosures
4/3/0448

FILED
OCT 16 AM 11:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BA Chg.

OCT 16 1995

Charter No. P 1500072012

Date Filed 9/19/95

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

FILED
OCT 16 AM 11:45
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: TEPUY INTERNATIONAL, INC.

2. The name and address of its present registered agent is:

~~CORPORATION INFORMATION SERVICES, INC.~~
~~4201 Hays Street~~
~~Tallahassee, Florida 32301~~

WINSTON VELASQUEZ
1350 PENNSYLVANIA AVE.
STE. 104
MIAMI BEACH, FLA 33139

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

LESLIE ALAN ROZENCWAIG, ESQ.

LESLIE ALAN ROZENCWAIG, P.A.

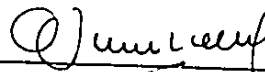
ONE BISKAYNE TOWER, STE. 3270 MIAMI, FLORIDA 33131

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

WINSTON VELASQUEZ
(Typed or printed name and title)

Signature



(President or Vice President)

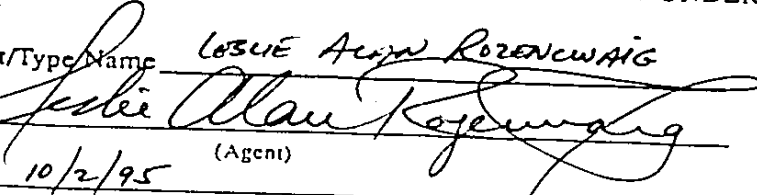
Date 10/2/95

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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name

LESLIE ALAN ROZENCWAIG

Signature



(Agent)

Date

10/2/95