

S

10:23 AM

PUBLIC ACCESS SYSTEM

((H96000000455)) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 1492 W. FLAGLER ST.
 STATE OF FLORIDA SUITE 210
 19 EAST GUNNY STREET MIAMI FL 33145 00000
 TALLAHASSEE FL 32303 CONTACT: RAY STORMONT
 PHONE: (305) 541-3094
 FAX: (304) 922-4000 FAX: (305) 541-3770

[Handwritten signature]

((H96000000455)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COPETON, INC.
 FAX AUDIT NUMBER: H96000000455 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 01/10/1998 TIME REQUESTED: 10:23:13
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: 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.

((H96000000455))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Help F1 Option Menu F2

NUM Connect: 00:02:0

FILED
 96 JAN 10 PM 12:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

[Handwritten signature]
 1/10

RECEIVED
 96 JAN 10 AM 11:35

H96000000455

5

ARTICLES OF INCORPORATION
OF
COPETON, INC.

FILED
96 JAN 10 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F. S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be:

COPETON, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having \$1.00 per value.

2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

PAUL H. KUPFER, ESQUIRE
FLORIDA BAR NO. 264408
KUPFER, KUPFER & BROUNCK, P. A.
1700 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33071
(305) 765-3800

H96000000455

H9600000455

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is:

1700 University Drive, #110
Coral Springs, FL 33071

and the initial registered agent of this corporation at the above is:

PAUL H.KUPFER

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAMES

ADDRESSES

CELESTINO DIAZ M.

c/o Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, #110
Coral Springs, FL 33071

CELESTINO IGNACIO DIAZ L.

c/o Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, #110
Coral Springs, FL 33071

ANA MARIA deBREY

c/o Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, #110
Coral Springs, FL 33071

MARIA CAROLINA DIAZ L.

c/o Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, #110
Coral Springs, FL 33071

H9600000455

H9600000455

ARTICLE IX

The names and street address of the party signing the Articles of Incorporation as subscriber is:

NAMES

ANA MARIA deBREY

ADDRESSES

c/o Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, #110
Coral Springs, FL 33071

ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

ARTICLE XI

Shares of the capital stock of this corporation shall be issued initially to the following:

Vista Point, Inc., a Panamanian corporation

500 Shares

ARTICLE XII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent by law.

ARTICLE XIII

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XIV

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

H9600000455

H9600000455

ARTICLE XV

The principal place of business of this corporation is:

c/o Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, #110
Coral Springs, FL 33071

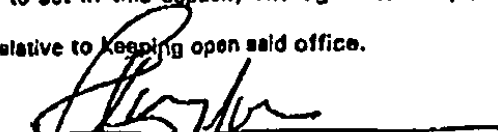
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of January, 1996.


ANA MARIA DeBREY, Incorporator

FILED
95 JAN 10 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.


PAUL H. KUPFER, Registered Agent

H9600000455