

P96000004687

Antonio A. Romeu
Accountant

121 NW 85 PL - MIAMI FLORIDA 33126 - Tel: 305 267 0409 FAX 266 2809 - telex 837 3902

TRANSMITTAL LETTER

January 8, 1996.

Department of State
Division of Corporations
P O BOX 6327
Tallahassee, Florida, 32314.

subject:

ARSE CORPORATION
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check No. 0239 \$ 78.75, covering filling fee and certificate.

from:

Antonio A. Romeu
121 NW 85 Place
Miami, Florida, 33126
305 533 2900

Antonio A. Romeu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ARSE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is:

ARSE CORPORATION

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office is as follows:

Antonio A. Romeu
121 NW 85 PLACE
Miami, Florida, 33126.

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

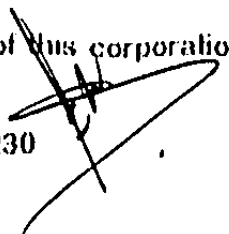
The address of the Corporation principal office is:
1735 WEST 60 STREET # M 230
HIALEAH FLORIDA 33012

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

This Corporation shall have ONE Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall be never be less than one.

The name and address of the initial directors of this corporation are:

ARMANDO SEGURA
1735 WEST 60 STREET # M230
HIALEAH FLORIDA 33012



ARTICLE VIII. INCORPORATION

The name and address of the Incorporator signing these articles of incorporation are:

ARMANDO SEGURA
1735 WEST 60 STREET # M230
HIALEAH FLORIDA 33012



ARTICLE IX. AMENDMENT OF ARTICLES

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

ARTICLE X. PRE-EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued. (Whether or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. INDEMNIFICATION.

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR EXECUTED THESE ARTICLES OF INCORPORATION THIS 6 OF JANUARY OF 1996.

BEFORE ME, The undersigned authority, personally appeared Armando Segura, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

Sworn to and subscribed before me on this January 6/96

DL # 5260-000-67-041-0 Notary Public, State
of Florida, my commission
expires. Feb 2/99



Martha Lopez
MARTHA LOPEZ
My Commission #C436878
Expires Feb 02 1999
Bonded by HAI
800-422-1886

CERTIFICATE OF DESIGNATED OF REGISTERED AGENT AND 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:

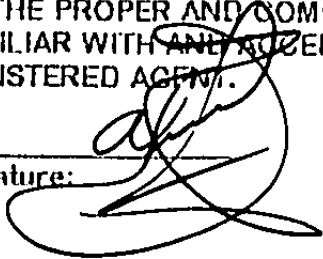
ARSE CORPORATION

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

**Antonio A. Romeu
121 NW 85 PLACE
Miami, Florida, 33126.**

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

signature: _____



date: _____

Jan 6/96.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA