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FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1932 W. WASHINGTON ST.

STATE OF FLORIDA

SUITE 200

409 EAST GARDNER STREET

MIAMI, FL 33135

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000000736))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ASANORTE-MIAMI, CORP.

FAX AUDIT NUMBER: H96000000736

CURRENT STATUS: REQUESTED

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95 JAN 16 PM 4:06
DEPT. OF STATE
TALLAHASSEE, FLORIDA

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PREPARED BY:
Elyana Bechtiger
B & L Business Legal, Inc.
141 N.E. 3RD AVE
MIAMI, FL 33131
305-373-6011

(5)

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

ASANORTE-MIAMI, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**10621 SOUTH WEST 88th STREET SUITE 218
MIAMI, FLORIDA 33176**

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**10621 SOUTH WEST 88th STREET SUITE 218
MIAMI, FLORIDA 33176**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

FABIO BASTOS WALSH

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

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

**FABIO BASTOS WALSH
PRESIDENT**

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**FABIO BASTOS WALSH
11123 SOUTH WEST 88th STREET APARTMENT No. C-101
MIAMI, FLORIDA 33176**

ARTICLE VIII -- INDEMNIFICATION

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

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

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

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10th DAY OF JANUARY OF 1996.



Incorporator

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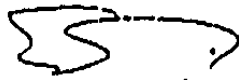
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STATE OF FLORIDA)
COUNTY OF DADE)

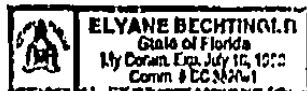
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **FABIO BASTOS WALSH**, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 10th DAY OF JANUARY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



My commission expires:

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT ASANORTE-MIAMI, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED FAHIO BASTOS WALSH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF ASANORTE-MIAMI, CORP. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 10th DAY OF JANUARY, 1996.



Registered Agent

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JAN 16 PM 4:06
TALLAHASSEE, FLORIDA

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5/22/98

FLORIDA DIVISION OF CORPORATIONS
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9:45 AM

((H96000007211)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 9-0000

FAX: (904) 922-4000

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000007211)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: ASANORTE-MIAMI, CORP.

FAX AUDIT NUMBER: H96000007211

CURRENT STATUS: REQUESTED

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P.01/07

EMPIRE CORPORATE KIT

MAY-22-1996 10:10

FILED
MAY 22 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1120000072-11

Prepared by:

B&L Business

Elyane Bechtinger

141 NE 3rd Ave #206

Miami, FL 33132

(305) 572-6211



FILED

MAY 22 1996

(2)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ASANORTE-MIAMI, CORP.**

P94000005007

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 -- THE NEW OFFICERS FOR THIS CORPORATION WILL BE:

**FABIO BASTOS WALSH - PRESIDENT / DIRECTOR
GERCINO JOSE DE OLIVEIRA - VICE-PRESIDENT / DIRECTOR
ANA LUISA COSTA BASTOS WALSH - TREASURER / DIRECTOR**

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: MAY 20th 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(s).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR APPROVAL BY _____

(Voting group)

SIGNED THIS 20th DAY OF MAY, 1996.

ASANORTE-MIAMI, CORP.

BY:

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: **FABIO BASTOS WALSH**

Title: **PRESIDENT / INCORPORATOR**

141 N.E. 3rd Avenue - Suite 206 - Miami, Florida 33132 - Tel: (305) 373 6211 Fax: (305) 373 7207 - E-mail: internet102502.1224@compuserve.com

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EMPLOYE CORPORATE KIT

MAY-22-1996 10:10

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