

P96000006116

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1931
601 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

January 16, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

Re: Articles of Incorporation
Acarape International, Inc.

700001691087
-01/17/96--01099--003
****122.50 ****122.50

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of Acarape International, Inc., along with a check in the amount of \$122.50. Please return the certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent P. Klein

BDK/mmt

FILED
96 JAN 17 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BMC
1-19-96

**ARTICLES OF INCORPORATION
OF
ACARAPE INTERNATIONAL, INC.**

FILED
96 JAN 17 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Acarape International, Inc. and its address is c/o Spencer and Klein, P.A., Suite 1901, 801 Brickell Avenue, Miami, Florida 33131.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address

is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

J. Adolpho S. Gordo
c/o Spencer and Klein, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

Ricardo Armelin
c/o Spencer and Klein, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Brent D. Klein
Suite 1901
801 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 16 day of January, 1996.


Brent D. Klein

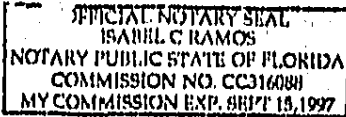
STATE OF FLORIDA)

) 581

COUNTY OF DADE

BEFORE ME appeared Brent D. Klein to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 16 day of January, 1996.



My commission expires:

Robert C. Korman
NOTARY PUBLIC

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brent D. Klein
Registered Agent

... P960000006116

PRATS, FERNANDEZ & CO.
151 MAJORCA AVE. SUITE C
CORAL GABLES, FL 33134
Tel. (305) 444 8333
Fax. (305) 444 8334

96.25

April 23, 1994

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001813964
-05/08/96--01096--005
*****192.50 *****96.25

Re: ACARAPE INTERNATIONAL, INC.
INTERAMERICAN HISTORICAL RESEARCH, INC.

Dear Sirs:

We are enclosing the following:

- 1) Articles of Amendment of the subject companies, duly executed
- 2) Check for \$192.50 covering:

Filing fee	\$ 35.00
Certified copy	52.50
Certificate of Status	8.75

\$192.50
=====

covering the cost of filing for both companies.

Thank you for your assistance.

Very truly yours,


Francisco J. Fernández

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 AM 9:36

SHS
Amend

RECEIVED
96 APR 29 PM 4:22
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACARAPE INTERNATIONAL, INC.

96 APR 29 PM 9:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned hereby subscribes these Articles of Amendment for the purpose of amending the Corporation's Articles of Incorporation under section 607.1006, Florida Statutes, as approved by the all the Stockholders and Directors of the corporation:

ARTICLE ONE

Henceforth the address of the corporation shall be

6993 N.W. 82ND. AVE. BAY #30
MIAMI, FLORIDA 33166

ARTICLE TWO

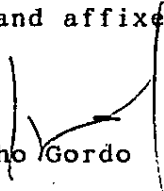
The name and post addresses of the Registered Agent of the corporation is as follows:

Gabriel Prats
Registered Agent

151 Majorca Ave. Suite C
Coral Gables, FL 33134

The shareholders and Directors have unanimously approved the adoption of these articles.

In witness whereof, the undersigned Adolpho Gordo, Chairman, President, Secretary and Director has hereto set his hand and affixed his seal on this 23th. day of April of 1996.


Adolpho Gordo

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

ACARAPE INTERNATIONAL, INC. corporation organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Amendment as the city of Miami, County of Dade, State of Florida has named GABRIEL PRATS with offices at 151 Majorca Ave., Coral Gables, Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and keeping open said office.



GABRIEL PRATS