

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9171 FAX

000-342-8086

CSC networks
PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

RECEIVED
JAN 24 11 12
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000932

REFERENCE : 010695 4320025

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70,000

ORDER DATE : January 23, 1996

ORDER TIME : 3:03 PM

ORDER NO. : 010695

CUSTOMER NO: 4320025

800001697218

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUMANN & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

DOMESTIC FILING

NAME: AMBROSIA (USA), INC.

FILED
96 JAN 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

T BROWN JAN 25 1996

ARTICLES OF INCORPORATION
OF
AMBROSIA (USA), INC.

FILED
96 JAN 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMBROSIA (USA), INC.

The address of the principal office of this corporation shall be 1209 Southwest 131st Place, Miami, Florida 33184, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Hector Martinez Dir.	1209 Southwest 131st Place Miami, Florida 33184
Henry Bermudez Dir.	Same
Ricardo Echeverria Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Hector Martinez Pres.	1209 Southwest 131st Place Miami, Florida 33184
Henry Bermudez Treas.	Same
Ricardo Echeverria Sec.	Same

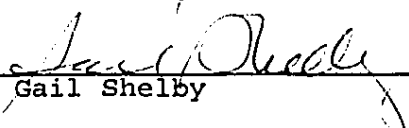
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 24, 1996.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

FILED
96 JAN 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

Its Agent, Gail Sheaby

CLD/cdf