

JAN-26-1996 14:21
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32309
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PHONE (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CUBACAN ENVIOS, INC.

FAX AUDIT NUMBER: H96000001325

DATE REQUESTED: 01/26/1996

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96 JAN 26 PM 4:38
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TALLAHASSEE, FLORIDA

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF
CUDACAN ENVION INC.

ARTICLE I NAME

The name of this corporation is CUDACAN ENVION, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

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

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are, 5130 S.W. 98th Av. Rd., Miami, Dade County, Florida 33165. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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1996
STATE OF FLORIDA
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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Cristobal Noda President	5130 S.W. 98th Av. Rd. Miami, FL 33165

ARTICLE VIII INCORPORATORS

The names and street addresses signing these Articles of Incorporation are:

NAME	ADDRESS
Cristobal Noda President	5130 S.W. 98th Av. Rd. Miami, FL 33165

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT


The Street address of the initial registered office of this corporation is 5130 S.W. 98th Av. Rd., Miami, FL. 33165 and the name of the initial registered agent of this corporation at that address is Cristobal Noda.

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IN WITNESS WHEREOF, the undersigned being the incorporator, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true hereunto set our hands and seals this 25th day of January, 1996.


Cristobal Noda

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

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

1. CUBACAN ENVIOS INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation at the City of Miami, State of Florida,
has named Cristobal Noda, located at 5130 S.W. 95th Av. Rd., City
of Miami, County of Dade, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

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 agree to comply with the
provisions of said Act relative to keeping open said office.


Cristobal Noda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P96000008699

Miami, January 29th, 1996

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

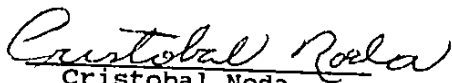
Re: DOC# P96000008699, CUBACAN ENVIOS INC.
EIN# 65-0636062
Request for a change of address

Dear Sir:

1- Please change our address to:

9600 S.W. 8th Street
Suite 40
Miami, Florida 33174

Sincerely,


Cristobal Noda
President

2.9.96

mtm