

P96000010548

DE LA CRUZ & CUTLER, P.A.

LAW OFFICES

241 SEVILLA AVENUE • SUITE 805
CORAL GABLES, FLORIDA 33134

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OF COUNSEL:
A. BUDD CUTLER
ROGER S. KOBELET
M. FRANKLYN ROMAN
ROSE SPANO
ALBERT D. VIENER

February 28, 1996

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

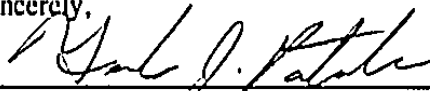
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*****35.00 *****35.00

RE: Spares International Supply, Inc. (Articles of Incorporation Document No. P96000010548)

Dear Sir/Madam:

Enclosed are Articles of Amendment for the above referenced corporation. Please file same and return a stamped copy in the stamped self-addressed envelope. Should you have any questions, please contact the undersigned.

Sincerely,



Fernando J. Portuondo

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -4 PM 1:17
SH 3/8
Amend.

ARTICLES OF AMENDMENT OF
SPARES INTERNATIONAL SUPPLY, INC.

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of SPARES INTERNATIONAL SUPPLY, INC., a Florida corporation, (the "Corporation"), are hereby amended as follows:

Article 4 of the Articles of Incorporation of the Corporation is deleted in its entirety and is replaced by the following:

4. The principal office of the Corporation shall be 2553 N.W. 74th Ave., Miami, FL 33122.

Article 6 of the Articles of Incorporation of the Corporation is deleted in its entirety and is replaced by the following:

6. The number of the directors shall be at least one (1), and the name and post office address of the Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
JAIRO TOLOSA	President/Secretary/Director	2553 N.W. 74th Ave. Miami, FL 33122.

The foregoing Amendment to the Articles of Incorporation of SPARES INTERNATIONAL SUPPLY, INC., a Florida corporation, is hereby approved and adopted by the sole Incorporator and the sole Director of the Corporation on this 28th day of February, 1996, before the issuance of shares of the Corporation, and, therefore, shareholder action is not required under Section 607.1005, Florida Statutes.

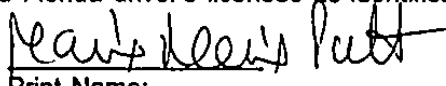
IN WITNESS WHEREOF, the undersigned, the sole Incorporator and the sole Director of the Corporation, have executed these Articles of Amendment, this 28th day of February, 1996.



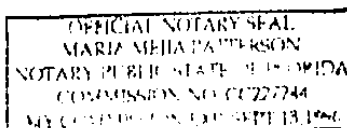
MARIA M. CERON, as sole Director

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th of February, 1996, by MARIA M. CERON, as sole Director of the Corporation, on behalf of the Corporation, who is personally known to me or has produced Florida driver's licenses as identification.


Print Name:
NOTARY PUBLIC, State of Florida

My commission expires: Feb 13/97



96 MAR-4 PM 1:18

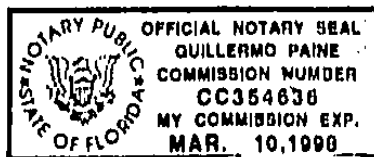
SECTION 10
DIVISION 1
NOTARIES



LUIS F. DE LA CRUZ, JR., as sole Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 of February, 1996, by LUIS F. DE LA CRUZ, JR., as sole Incorporator of the Corporation, on behalf of the Corporation, who is personally known to me or has produced Florida driver's licenses as identification.





Print Name:
NOTARY PUBLIC, State of Florida

My commission expires:

FEB- 1-96 THU 6:10 PM

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TELETYPE 6:10 PM PUBLIC ACCESS SYSTEM ((H96000001607))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H96000001607))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SPARES INTERNATIONAL SUPPLY, INC. FAX AUDIT NUMBER: H96000001607
CURRENT STATUS: REQUESTED DATE REQUESTED: 02/01/1996 TIME REQUESTED:
18:33:01 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 3 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
sheet when submitting documents to the Division of Corporations. Your document
cannot be processed without the information contained on this page. Remember to
type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000001607))) ** ENTER 'M' FOR MENU. **

Hold for pick up

FILED
96FEB-2 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]

RECEIVED
96FEB-2 AM 8:10
DIVISION OF CORPORATIONS

H9600000/607

**ARTICLES OF INCORPORATION
OF
SPARES INTERNATIONAL SUPPLY, INC.**

RECEIVED
TALLAHASSEE, FLORIDA

95FEB-2 AM 11:43

P. 2

FILED

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be **SPARES INTERNATIONAL SUPPLY, INC.** and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to invest in property of any kind, to import and/or export property of any kind, operate businesses, borrow or lend money on general credit mortgages, and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of one thousand (1,000) shares of One (\$1.00) Dollar per value.

4. The principal office of the corporation shall be 7500 N.W. 25th St., Suite 207, Miami, FL 33122.

5. The amount of capital with which the corporation shall begin business is **ONE THOUSAND (\$1,000.00) Dollars.**

6. The number of the directors shall be at least one (1), and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
MARIA M. CERON	President/Secretary/Director	7500 N.W. 25th St. Suite 207, Miami, FL 33122

Luis F. De La Cruz, Jr., Esq.
241 Seville Avenue, Ste. 805
Coral Gables, Florida 33134
305448-0100
Fl. Bar No.: 275459

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7. The name and post office address of the sole subscriber to these Articles of Incorporation, the number of shares he agrees to take, and the consideration thereof, the proceeds of which will amount to at least One Thousand (\$1,000.00) Dollars, is as follows:

NAME	NO. OF SHARES	CONSIDERATION
Luis F. De La Cruz, Jr. 241 Sevilla Avenue Suite 805 Coral Gables, FL 33134	1,000	\$ 1,000.00

8. The corporation designates LUIS F. DE LA CRUZ, JR. of 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida on February 1, 1996.



LUIS F. DE LA CRUZ, JR.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR 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.

SPARES INTERNATIONAL SUPPLY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, SPARES INTERNATIONAL SUPPLY, INC. has named Luis F. De La Cruz, Jr., located at 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


LUIS F. DE LA CRUZ, JR.
(Registered Resident Agent)

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, on February 1, 1996, personally appeared, LUIS F. DE LA CRUZ, JR., sole subscriber, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and said LUIS F. DE LA CRUZ, JR. consented to his appointment as Registered Resident Agent of the corporation to accept service of process within this State and did take an oath.


NOTARY PUBLIC, State of Florida
My Commission Expires:



JENNICA LOPEZ
NOT COMMISSIONED & COVERED BY STATE
JAN 1, 1998
ISSUED FROM THE NOTARY PUBLIC, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 FEB -2 AM 11:42

FILED

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