

P96000011530

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

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

January 31, 1996

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

Federal Express

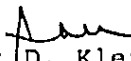
**Re: Articles of Incorporation
Bienestar, Inc.**

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Bienestar, 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 D. Klein

BDK/mmt

Enclosure

SN

1096-2745
talked w/ Brent Klein,
change name to
Bienestar Communications,

6000001703826
-02/01/96--01055--003
****122.50 ****122.50

TALLAHASSEE, FLORIDA

RECEIVED
FEB -1 PM 4:19

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1996

BRENT D. KLEIN
STE. 1901, 801 BRICKELL AVE.
MIAMI, FL 33131

SUBJECT: BIENESTAR, INC.
Ref. Number: W96000002745

We have received your document for BIENESTAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 896A00005128

**ARTICLES OF INCORPORATION
OF**

BIENESTAR COMMUNICATIONS, INC.

FILED
FEB -1 PM 4:19
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 Bienestar, Inc., and its address is Suite 109, 770 South Dixie Highway, Coral Gables, Florida 33146. ^{COMMUNICATIONS}

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 1,000,000. Such shares shall be of a single class and shall have a par value of \$0.005 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 in 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 four (4). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Eduardo del Rivoro
Suite 109
770 South Dixie Highway
Coral Gables, Florida 33146

Luis Miguel Mossianu
Suite 109
770 South Dixie Highway
Coral Gables, Florida 33146

Wayne K. Nelson
41 Madison Avenue
New York, New York 10010

Peter Scarperi
41 Madison Avenue
New York, New York 10010

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.

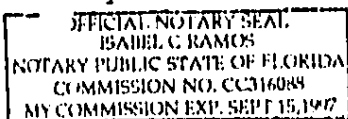
Executed by the undersigned on the 31st day of January, 1996.

Brent D. Klein
Brent D. Klein, Incorporator

STATE OF FLORIDA)
)SS:
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 31 day of January, 1996.



Isabel C. Ramos
NOTARY PUBLIC

My commission expires:

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
Brent D. Klein
Registered Agent

FILED
JAN 31 1996
TALLAHASSEE, FLORIDA

NOTED - 1 PM 1:19

P96000011530

SPENCER & KLEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

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

March 25, 1996

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

Via Federal Express

Re: Articles of Amendment to Articles of Incorporation
Bienestar Communications, Inc.

Gentlemen:

Enclosed are the following:

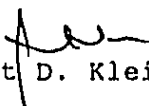
1. Two (2) executed copies of Articles of Amendment to
Articles of Incorporation of Bienestar Communications, Inc.

2. Check in the amount of \$87.50.

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 D. Klein

BDK/mmrc

000001758100
-03/26/96--01138-003
*****87.50 *****87.50

FILED
96 MAR 26 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Klein authorized to
take word initial out
of document.*

Amend

LFT 3-29-96

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION

OF

BIENESTAR COMMUNICATIONS, INC.

FILED

96 MAR 26 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

BIENESTAR COMMUNICATIONS, INC.

2. The following Amendment to the Articles of Incorporation was adopted by the incorporator of the corporation prior to the issuance of shares of stock of the corporation, pursuant to Florida Statutes Section 607.1005, on February 28, 1996:

ARTICLE VI of the Articles of Incorporation is hereby amended to read as follows:

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 three (3). The names and addresses of the persons who are to serve as members of the ~~initial~~ board of directors are:

Eduardo del Rivero
Suite 109
770 South Dixie Highway
Coral Gables, Florida 33146

Wayne K. Nelson
41 Madison Avenue
New York, New York 10010

Peter Scarperi
41 Madison Avenue
New York, New York 10010

Executed this 25 day of March, 1996.

BIENESTAR COMMUNICATIONS, INC.,
a Florida corporation

By: Brent D. Klein
Brent D. Klein, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, personally appeared Brent D. Klein, the incorporator of Blonentar Communications, Inc., who is personally known to me, and he acknowledged that he executed the foregoing Articles of Amendment to the Articles of Incorporation on behalf of the corporation.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal this 20th day of March, 1996.



Notary Public, State of Florida

LIS Perez

Printed Notary Signature

My commission expires:

