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WALROTH-SADURNI, ESQ.
LAW OFFICE

Stephen P. Walroth-Sadurni, Esq.

Miami

México D.F.

FILED

Panama

* Conference facilities only

96 MAR 11 PM 12:55

Reply to:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800 THE COLONNADE
2333 PONGUE DE LEON BLVD
CORRAL GABLES, FLORIDA 33134
TEL. (305) 401-8810
FAX. (305) 401-4280

4 March 1996

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

100001739151
-03/11/96--01077--014
****122.50 ****122.50

Via Federal Express

~~130001739~~
~~03/11/96--01077--014~~
~~****122.50 ****122.50~~

Re: Articles of Incorporation: La Gualdra, Inc.

EFFECTIVE DATE
3-4-96

Dear Sir or Madam:

*English translation,
The large beam of wood, Inc. per Vicki (secretary)*

Enclosed are the original and one copy of the Articles of Incorporation of **La Gualdra, Inc.**, a Florida for profit corporation. We would appreciate your filing of these and sending us a certified copy with the applicable filing information in the enclosed self-addressed, stamped envelope. We are enclosing our firm's check in the amount of \$122.50 to cover the following costs:

Filing Fee \$70.00
Certified Copy 52.50

W96-5568
510

Total \$122.50

Thank you for your prompt attention to this matter.

Very truly yours,

Stephen P. Walroth-Sadurni, Esq.

SPWS/mw
Enclosures
soilr

*Ok Sharon
per Sharon*

*3-14-96
SA*

ARTICLES OF INCORPORATION
OF
LA GUALDRA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

La Gualdra, Inc.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation (hereinafter, "Corporation"), or the objects or purposes of this Corporation, shall be as follows:

- (a) to engage in the business of wholesaling furniture and other products;
- (b) to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the Corporation;
- (c) to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

(d) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

(e) to purchase, lease and hold real and personal property (including, any and all estates and interests therein, and chooses in action secured thereby); to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this Corporation;

(f) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(g) to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(h) to purchase, sell and transfer shares of its own capital stock;

(i) to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

(j) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

Principal Office

The principal office of the Corporation shall be located at:

3191 Coral Way, Suite 115
Miami, Florida 33145

And the Mailing address shall be:

3191 Coral Way, Suite 115
Miami, Florida 33145

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1000 shares of common stock with a par value of \$1.00 per share. Each share

of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the Stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this Corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of Directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this Corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, provided these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this Corporation thereafter shall be perpetual.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 650 The Colonnade, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134; and the initial registered agent of this

Corporation at such office shall be Stephen P. Walroth-Sadumrl. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of Directors to be fixed from time to time by the Stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the Stockholders. A quorum for the transaction of business at meetings of the Board of Directors shall consist of a majority of the number of Directors determined from time to time to comprise the Board of Directors, and, the acts of a majority of the Directors present at a meeting at which a quorum is present shall constitute the acts of the Corporation. Subject to the by-laws of this Corporation, meetings of the Board of Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) members, each such member to hold office until his or her successor has been duly elected and qualifies. The names and street addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Manuel Martinez Vertiz	7601 East Treasure Drive, Suite PH106 North Bay Village, Florida 33141

ARTICLE IX

Incorporator

The name and street address of the Incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Manuel Martinez Vertiz	7601 East Treasure Drive, Suite PH106 North Bay Village, Florida 33141

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation;

provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed, or a new by-law in lieu thereof may be adopted, by a majority vote of the Stockholders entitled to vote thereon. No by-law which has been altered, amended or adopted by such a vote of the Stockholders may be altered, amended or repealed by the vote of the Directors until two years shall eld since such action by vote of such Stockholders.

(b) The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

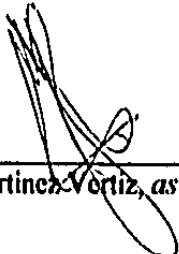
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, relating to *Affiliated Transactions* shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Manuel Martinez Vertiz, as Incorporator


STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 4th day of March, 1996, personally appeared **Manuel Martinez Vertiz** to me well known to be the person described in and who signed the foregoing Articles of Incorporation, or produced the following identification:

MEXICO PASSPORT, No. MH 4540, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC

My Commission Expires:



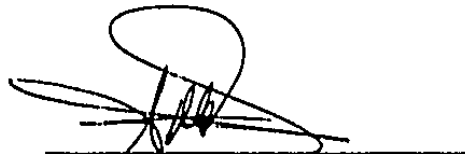
MARIA V WALROTH
My Commission CC512723
Expires Nov. 29, 1998

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

(Fla Stat. §607.0501)

The undersigned, Stephen P. Walroth-Sadurni, having been named as registered agent to accept service of process for **La Gualdra, Inc.**, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 4th day of March, 1996.



Stephen P. Walroth-Sadurni

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96 MAR 11 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA