

04/01/1996

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CORP CREATIONS

PAGE 01

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 812
MIAMI BEACH FL 33139-000010
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0086
FAX: (305) 672-9110

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BROKART CORPORATION
FAX AUDIT NUMBER: H96000004631
DATE REQUESTED: 04/01/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:05:42
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 073171003004

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04/01/1996 PM 2:19

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96 APR -1 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FL 32304

H96000004631

**Articles of Incorporation
of
Brokart Corporation**

Article I. Name

The name of this Florida corporation is Brokart Corporation

Article II. Address

The mailing address of the Corporation is:

Brokart Corporation
801 South Bayshore Drive, Suite 1869
Miami, FL 33131

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Luis Agramunt
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Alberto Lorenzo Aznar
Maria Dolores Gambin

Article VI. Incorporator

The name and address of the incorporator is:

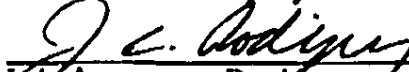
International Company Formation, Inc.
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 1, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on April 1, 1996.

International Company Formation, Inc.



Luis Agramunt, President

By: Johnny C. Rodriguez, as attorney-in-fact

International Company Formation, Inc.
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Brokart Corporation

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami, FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

FILED
96 APR 15
SECRET
TALLER
DATE
FLORIDA

Luis Agramunt


By: Johnny C. Rodriguez, as attorney-in-fact

Date: 4/1/96

International Company Formation, Inc.
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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5/23/96

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL INC
401 OCEAN DR
SUITE 312

MIAMI BEACH FL 33139-0000

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0680

FAX: (305) 672-9110

FAX: (904) 922-4000

((CH96000007350)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: BROKART CORPORATION

FAX AUDIT NUMBER: H96000007356

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/23/1996

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Florida*

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96 MAY 24 AM 11:33

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TALLAHASSEE, FLORIDA

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**Articles of Amendment
Changing Corporate Name From
Brokart Corporation
to
Brokart & Testimonio Inc.**

Article I. Name

The name of this Florida corporation is Brokart Corporation

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Brokart Corporation to Brokart & Testimonio Inc.

Article III. Date Amendment Adopted


The amendment set forth in these Articles of Amendment was adopted on May 24, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on May 24, 1996.

Brokart Corporation


Name: Alberto Lorenzo Aznar
Title: President
By: Johnny C. Rodriguez, as attorney-in-fact

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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