

APR- 4-96 10:05 AM

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TRAN: X96
10:05 AM PUBLIC ACCESS SYSTEM (((H96000004828))) ELECTRONIC FILING COVER
SHOOT 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
(((H96000004828))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: IVENGUANTES USA, INC. FAX AUDIT NUMBER: H96000004828 CURRENT
STATUS: REQUESTED DATE REQUESTED: 04/04/1996 TIME REQUESTED:
10:05:51 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 3 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
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TALLAHASSEE, FLORIDA

[Signature]
4/4

95 APR-4 PM 1:02

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Ivanguantes USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
1540 N.E. 33rd St.
Pompano Beach, Florida 33064

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1540 N.E. 33rd St., Pompano Beach, Florida 33064, and the name of the initial registered agent of this corporation is Jose A. Caycedo.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Jose A. Caycedo
1540 N.E. 33rd St.
Pompano Beach, Florida 33064

ROBERT S. SHELTON, ESQ.
2700 WEST ATLANTIC BLVD. 2718

POMPAHO BEACH, FL 33069

PH (305) 973-1410 FAX (954) 973-1005 BAR No 435700

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Law Offices of Robert S. Sheldon
2700 W. Atlantic Blvd., Suite 2718
Pompano Beach, Florida 33069

ARTICLE VIII - 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 IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated:

Law Offices of Robert S. Sheldon
by Phillip Brazlavsky, Esq.


Incorporator

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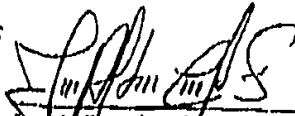
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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted.


First, that Invenquantes USA, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Jose A. Caycedo, an individual residing at 1540 N.E. 33rd St., Pompano Beach, Florida 33064, as its agent to accept service of process within Florida.

Dated: 4 - 01 - 96


Jose A. Caycedo, Director

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 4 - 01 - 96


Jose A. Caycedo, Director

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