

Pedro P. Llaguno
ATTORNEY AT LAW

2080 CORAL WAY
SUITE 303
MIAMI, FL 33145

TELEPHONE:
(305) 454-0502

P96000032860

April 2, 1996

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

RE.: CERTIFICATE OF INCORPORATION OF
OFITACDO INC.

100001789581
-04/04/96--01078--017
***122.50 ***122.50

Dear Sir/Madam:

Enclosed herewith find for filing original and one copy of the above referred Certificate of Incorporation, together with my check in the amount of \$122.50 to cover your filing fees.

Please return this office copy with the filing information.

Thank you for your attention to this matter.

Very truly yours,

Pedro P. Llaguno
Pedro P. Llaguno

FILED
96 APR 11 AM 9:55
TALLAHASSEE, FLORIDA

PPL:yr
encls.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

PEDRO P. LLAGUNO
2050 CORAL WAY STE 303
MIAMI, FL 33145

SUBJECT: OFITACDCO INC.
Ref. Number: W96000007685

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

Please provide an English translation for the entity's name in your cover letter.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00016278

Pedro P. Llaguno

ATTORNEY AT LAW

2050 CORAL WAY
SUITE 303
MIAMI, FL 33146

TELEPHONE:
(305) 854-0502

April 12, 1996

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

Atten.: Ted Ruckley
Corporate Specialist

Re.: Your letter number 369A00016278

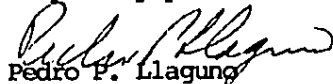
Dear Mr. Buckley:

On the above referenced, enclosed find Certificate of Incorporation of OFITACDO INC. and copy of your letter dated 4-19-96 No.369A00016278 as requested.

The name of OFITACDO is an acronym of the Spanish: OFICINA TECNICA DE ADMINISTRACION Y DESARROLLO CONSOLIDADO, which English translation is: TECHNICAL OFFICE OF MANAGEMENT AND CONSOLIDATED DEVELOPMENT.

Thank you for your attention to this matter, I remain

Very truly yours


Pedro P. Llaguno

PPL:yr
enc.

CERTIFICATE OF INCORPORATION
OF
OFITACDOO INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, form a corporation under the laws of the State of Florida.

ARTICLE ONE
NAME

The name of this business corporation shall be:

OFITACDOO INC.

ARTICLE TWO
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted is as follows: EXPORT - IMPORT

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute mortgages transfer of corporate property or other instruments to secure the payments of corporate property indebtedness as required.

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

ARTICLE THREE
TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

UPON ACCEPTANCE BY THE SECRETARY OF STATE

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The Stock of this corporation shall be known as common stock
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is : ONE HUNDRED (100) SHARES
- C. PAR VALUE: Each share of common stock shall have the par value of TWENTY (\$20.00) DOLLARS
- D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Annuitability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of common stock entitled the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the corporation

G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

H. Dividends: Records holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than: TWO THOUSAND (US\$2,000.00) DOLLARS

ARTICLE SIX ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 1341 Bay Drive
Miami Beach, FL 33141

ARTICLE SEVEN

This corporation shall have two Directors initially, although the number of Directors may be increased or diminished from time to time by the stockholders but shall never be less than one.

ARTICLE EIGHT FIRST BOARD OF DIRECTORS

The name and post office addresses of the first Board of Directors is:

PRESIDENT-DIRECTOR: HECTOR ALFONSO LUGO-RODRIGUEZ - 1341 Bay Drive
Miami Beach, FL 33141

SECRETARY-DIRECTOR: OCTAVIUS GOMEZ - 1611 Biarritz Drive
Miami Beach, FL 33141

ARTICLE NINE SUBSCRIBER ADDRESS

The post office address of the subscriber of these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration is:

Hector Alfonso Lugo-Rodriguez - 1341 Bay Drive, Miami Beach, FL 33141
One Hundred (100) Shares - consideration \$2,000.00.

ARTICLE TEN
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE ELEVEN
RESIDENT AGENT

The resident agent of this corporation is:

OCTAVIUS GOMEZ
1611 Biarritz Drive, Miami Beach, FL 33141

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the law of the State of Florida.

DATE: April 2, 1996

Hector Alfonso Lugo-Rodriguez
Hector Alfonso Lugo-Rodriguez

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HECTOR ALFONSO LUGO-RODRIGUEZ, who has produced Venezuelan Passport No 12-424-370 and ID No 12-434-370 as identification, who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 2nd day of April, 1996.

Olinda Ricard
NOTARY PUBLIC, State of Florida

OLANDA RICARD
My Commission CC306881
Expires Sep. 13, 1998

ACCEPTANCE BY REGISTERED AGENT
OF
OFITACDO INC.

I, OCTAVIUS GOMEZ, as the registered agent of OFITACDO INC., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:


OCTAVIUS GOMEZ

FILED
APR 11 PM 5:55
CLERK OF COURT
DADE COUNTY FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared OCTAVIUS GOMEZ to me well known to be the person described in and who executed the foregoing Acceptance By Registered Agent, and he acknowledged to and before me that he executed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 2nd day of April, 1996.


NOTARY PUBLIC, State of Florida



YOLANDA RICARD
My Commission CC306861
Expires Sep. 13, 1998