

P96000034281

ESTRUCH CUSTOM SERVICES, INC.
14765 S.W. 82ND STREET
Miami, FL 33193

April 15, 1996

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****122.50 ****122.50

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

RE: Estruch Custom Services, Inc.

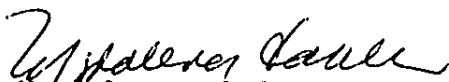
Dear Sir:

Enclosed please find the Articles of Incorporation for the referenced corporation. .

If you have any questions, please contact me at (305) 387-4738.

Your prompt attention to this matter is greatly appreciated.

Sincerely,


Magdalena Cabello
Registered Agent

55 APR 17 AM 11:40
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

GB 4/19/96

ARTICLES OF INCORPORATION
OF

ESTRUCH CUSTOM SERVICES, INC.

03 APR 17 11:40
RECEIVED
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is Estruch Custom Services, Inc. The address of the principal office of this corporation shall be 14765 S.W. 82nd. Street, Miami, Florida 33193, and the mailing address shall be the same.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgement of the Articles by the Secretary of State.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to engage in the activity of providing custom services.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of capital stock with a par value of \$1.00 per share.

ARTICLE FIVE
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 14765 S.W. 82nd Street, Miami, Florida 33193 and the name and address of the initial registered agent of the corporation is Magdalena Cabello, 14765 S.W. 82nd Street, Miami, Florida 33193.

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Magdalena Cabello
14765 S.W. 82nd Street
Miami, Florida 33193

Vivian Suarez
4878 N.W. 97th Court
Miami, Fl. 33178

ARTICLE NINE

INCORPORATORS

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

Magdalena Cabello
14765 S.W. 82nd Street
Miami, Florida 33193

ARTICLE TEN

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

INDEMNIFICATION

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

ARTICLE TWELVE

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 15th day of April, 1996.


MAGDALENA CABELLO

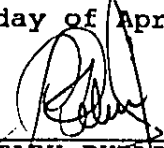
STATE OF FLORIDA

SS:

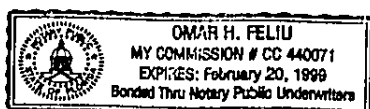
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Magdalena Cabello to me well known and known to be the person described in an who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 15 day of April, 1996.


NOTARY PUBLIC
State of Florida

My commission expires:



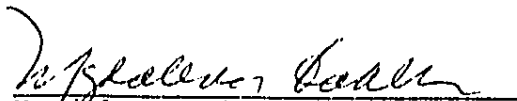
Personally Known X
or
Type of I.D. Produced _____

55.017-17-10

7-11-10

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Magdalena Cabello

P96000034281

June 11, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:


Enclosed please find Amendment to Articles of Incorporation of Estruch Custom Services, Inc. to be filed with your office and the written Consent in lieu of special meeting of the shareholders and directors of Estruch Custom Services, Inc.

Sincerely,


Magdalena Cabello

/mc

Enclosure

 P96000034281
Amend
4
6-18-97

RECEIVED
JUN 13 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/18/97--01024--008
*****35.00 *****35.00

DORAL CASUALTY SYSTEMS
PO Box 831151
Miami FL 33283-1151
(305) 382-2708

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
ESTRUCH CUSTOM SERVICES, INC.**

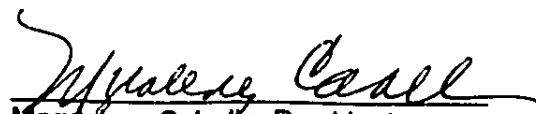
1. Article III of the Articles of Incorporation of Estruch Custom Services, Inc. is amended to read as follows:

ARTICLE III

The purpose for which the Corporation is organized is to engage in the activity of transact Custom Brokerage Business.

2. The foregoing Amendment was unanimously adopted by the Shareholders and Directors of this Corporation on the 11th day of June, 1997.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Articles of Incorporation to be signed in its name by its officers this 11th day of June, 1997.


Magdalena Cabello, President


SECRET
1997 JUN 11 PM 3:56

APPROVED
1997 JUN 11 PM 3:56

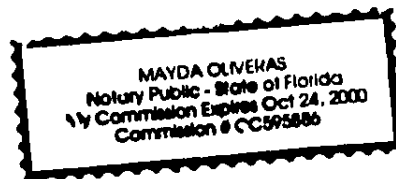
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared Magdalena Cabello, the President of the Corporation, who acknowledged to me that she executed the foregoing Articles of Amendment to the Articles of Incorporation on behalf of the Corporation and that she is fully authorized to do so; and that she has executed said instrument freely and voluntarily on behalf of the Corporation.

WITNESS my hand and official seal this 11th day of June, 1997, at Miami, County of Dade, State of Florida.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF THE SHAREHOLDERS AND DIRECTORS OF
ESTRUCH CUSTOM SERVICES, INC.**

The undersigned, constituting all of the shareholders and Directors of Estruch Custom Services, Inc., a Florida corporation (hereinafter "Corporation"), hereby consent to the taking of the following action in lieu of a Special Meeting of the Shareholders and Directors, pursuant to §607.0821 and §607.0704 of the Florida Business Corporation Act and hereby waive notice to be given in connection therewith pursuant to §607.0823 and §607.0706 of such Act.

The undersigned Shareholders and Directors unanimously consent to the adoption of the following resolutions:

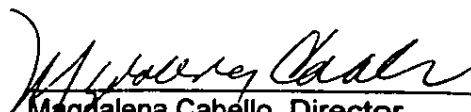
RESOLVED, that Article III of the Articles of Incorporation of the Corporation be, and the same hereby is, deleted in its entirety and the following be and the same hereby is, adopted in substitution therefore:

ARTICLE III

The purpose for which the Corporation is organized is to engage in the activity of transact Custom Brokerage Business.

FURTHER RESOLVED, that the Articles of Amendment, a copy of which is attached hereto and made a part hereof for all purposes be and the same hereby approved and adopted.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal this 11 day of June, 1997.



Magdalena Cabello, Director