

P96000045843

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

ATT 5/30/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>5/30</u>	_____	_____
TIME	<u>11:00</u>	_____	CK No. _____
BY	<u>[Signature]</u>	_____	_____

WALK-IN Will Pick Up _____

RE: Dixie Wescap Corporation No. **52810**

05 MAY 30 PM 12:23

REC'D C.O. PER. TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- G U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
DIXIE WESCAP CORPORATION**

FILED
95 MAY 30 PM 12:23
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

DIXIE WESCAP CORPORATION

Its principal place of business and/or mailing address shall be:

**DIXIE WESCAP CORPORATION
c/o 3590 S. State Road 7
Suite 34A
Miramar, Florida 33023**

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

ARAN CORREA & GUARCH, P.A.
710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

J.M. Guarch, Jr., Esquire

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

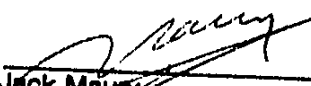
Jack Maury
Ave. Rumine 25
1005 Lausanne, Switzerland

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Jack Maury
Ave Rumine 25
1005 Lausanne, Switzerland


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 29th day of May, 1996.



Jack Maury
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 29th day of May, 1996, by Jack Maury, who is personally known to me or who has produced the following as identification: PASSPORT and who did/did not take an oath.



Notary Public, State of Florida
My Commission 00300003
Expires Aug. 17, 1997
Bonded by HAI

Name of Notary, Typed/Printed

Commission Number
My Commission Expires:

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED

96 MAY 30 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Dixie Wescap Corporation having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named J.M. Guarch, Jr., Esquire, located thereat as its registered agent to accept service of process within this state.



Jack Maury
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



J.M. Guarch, Jr. Esquire
Registered Agent.

ARAN CORREA & GUARCH, P.A.

Attorneys at Law
110 South Dixie Highway
Coral Gables, Florida 33134

Telephone (305) 55-3400
Telex (305) 65-225

Fernando S. Arana
Danny Guarch
J.M. Guarch, Jr.

Richard Duarte
Peter A. González
Silvia M. Rodríguez
Joseph A. Millen

P96000045843

July 23, 1996

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

RE: Dixie Wescap Corporation

Dear Sir/Madam:

Please update your records to reflect that the above mentioned corporations' new business address is:

4942 LeJuene Road
Coral Gables, Florida 33146

CF-26

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Sandra Muniz

Sandra Muniz, Secretary to
J.M. Guarch, Jr.