

P960000058287

10 PM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32309
FAX: (904) 922-4000
NAME: COMFREY CORPORATION
FAX AUDIT NUMBER: H90000009392
DATE REQUESTED: 07/08/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: \$122.00
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H90000009392))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:10:35
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33135

NUM
Connected: 00:11:4
JUL 10 PM 1:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22371-0600
RECEIVED
JUL-08-1996 14:06
DIVISION OF CORPORATIONS
96 JUL -8 PM 2:49



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

EMPIRE CORPORATION KIT COMPANY
1492 W. FLAGLER STREET
SUITE 200
MIAMI, FL 33135

SUBJECT: COMFREY CORPORATION
REF: W96000014322

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6937.

Jerri Weinmann
Staff Assistant

FAX Aud. #: H96000009392
Letter Number: 396A00033358

H96000009392

**ARTICLES OF INCORPORATION
OF
CONFREY CORPORATION**

ARTICLE I

NAME

The name of the Corporation is Confrey Corporation.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Stephen A. Freeman, Esq.
FBN 146795
Freeman, Newman & Butterman
520 Brickell Key Drive, Suite 0-305
Miami, FL 33131
(305) 374.3800

FILED
96 JUL 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000009392

H96000009392

ARTICLE V

PREEMPTIVE RIGHTS DEMAND

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Carlos Manuel da Silva Antunes	520 Brickell Key Drive Suite 0-305 Miami, Florida 33131

H96000009392

H96000009392

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

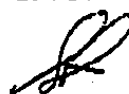
ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of July, 1996.



Stephen A. Freeman

H96000009392

STATE OF FLORIDA)
COUNTY OF DADE)

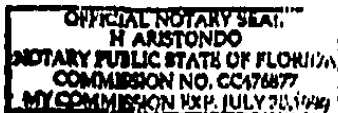
SS:

BEFORE ME, the undersigned authority, personally appeared
Stephen A. Fruman to me well known to be the person who executed
the foregoing Articles of Incorporation and he acknowledged before
me according to law, that he made and subscribed the same for the
purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State
named above this 8th day of July, 1996.


NOTARY PUBLIC

My Commission Expires:



H96000009392

H96000009392

H96000009392

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

FILED
96 JUL 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Otanav Corporation
2. The name and address of the Registered agent and office is: Stephen A. Freeman, Esq., 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature:


Stephen A. Freeman

Title:

Assistant Secretary

Date:

July 8, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.

Signature:


Stephen A. Freeman

Date:

July 8, 1996

H96000009392