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CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 015018 4320025

AUTHORIZATION :

900001895579
-07/16/96--01176--022
*****50.00 *****50.00

COST LIMIT : $ 122.50

ORDER DATE : July 10, 1996

ORDER TIME : 12:05 PM

ORDER NO. : 015018

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 10 PM 3:25

900001895579
-07/16/96--01176--021
****122.50 ****122.50

DOMESTIC FILING

NAME: BORDER ENTERPRISES OFFSHORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

120.00 F.F.
52.50 C.C.
172.50

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: CJ 7/12/96

Lori Dunlap GAVE AUTHORIZATION BY PHONE TO CORRECT Principal Address

DATE 7/12/96

DOC. EXAM. CJ

EFFECTIVE DATE

01|23|90

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CERTIFICATE OF DOMESTICATION

The undersigned, GASTON REBOREDO QUINTELA, as Attorney-In-Fact of BORDER ENTERPRISES OFFSHORE, INC., a non-U.S. Corporation, in accordance with Florida Statutes Section 607.1801 does hereby certify:

1. The date on which the Corporation was first formed was January 23, 1990.

2. The jurisdiction where the above-named Corporation was first formed, incorporated, or otherwise came into being was Antigua and Barbuda.

3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was: Border Enterprises Offshore, Inc.

4. The name of the Corporation as set forth in its Articles of Incorporation to be filed pursuant to §§ 607.0401 and 607.0202 with this Certificate is Border Enterprises Offshore, Inc.

5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Antigua and Barbuda.

I, GASTON REBOREDO QUINTELA, as Attorney-In-Fact of BORDER ENTERPRISES OFFSHORE, INC., am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 28 day of June, 1996.

BORDER ENTERPRISES OFFSHORE, INC.

GASTON REBOREDO QUINTELA,
Attorney-In-Fact

CERTIF.DOM
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ARTICLES OF INCORPORATION

OF

BORDER ENTERPRISES OFFSHORE, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

BORDER ENTERPRISES OFFSHORE, INC.
PRINCIPAL OFFICE: C/O PACKMAN, NEUWAHL, ET., AL.
1500 SAN REMO AVENUE - #125
CORAL GABLES, FLORIDA 33146

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Gaston Reboredo, Jr.
c/o 340 Minorca Avenue
Suite Seven
Coral Gables, FL 33134

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

Gaston Roboredo, Jr.
c/o 340 Minorca Avenue
Suite Seven
Coral Gables, FL 33134

ARTICLE VII

The name and address of the Incorporator is as follows:

Gaston Reboredo, Jr.
c/o 340 Minorca Avenue
Suite Seven
Coral Gables, FL 33134

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 28 day of June, 1996.

(SEAL)
GASTON REBOREDO, JR.

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Gaston Roboredo, Jr., to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 24 day of June, 1996.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
MAGDALENA M LEDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC207085
MY COMMISSION EXP. JULY 23,1996

IIIB2A

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

* * * * *

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

BORDER ENTERPRISES OFFSHORE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Dade County, State of Florida has named Gaston Reboredo, Jr. as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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, and agree to comply with the provisions of this Act relative to keeping said office open.

BY: ______________________
GASTON REBOREDO, JR.,
Registered Agent

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: BORDER ENTERPRISES OFFSHORE, INC.

2. The name and address of the registered agent and office is:

GASTON REBOREDO, JR.
(Name)

340 Minorca Avenue, Suite Seven
(P.O. Box or Mail Drop Box NOT acceptable)

Coral Gables, FL 33134
(City/State/Zip)

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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 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.

(Signature)   June 28, 1996 (Date)

GASTON REBOREDO, JR.