

1201 HAYS STREET
MIAMI, FL 33131
001-251-1111
001-222-0911A
000-342-8086
P96000061556



PRESTIGE BILL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 028580 81133A

AUTHORIZATION : *Patricia Piggott*

COST LIMIT : \$ 70.00

ORDER DATE : July 23, 1996

ORDER TIME : 11:42 AM

ORDER NO. : 028580

CUSTOMER NO: 81133A

200001808252

CUSTOMER: Jose Saavedra, Esq
JOSE A. SAAVEDRA, ESQ

8th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: RGA IMPORT/EXPORT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 3:09

96 JUL 23 07:12
g 7/23/96

ARTICLES OF INCORPORATION
OF
RGA IMPORT/EXPORT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 23 PM 3:09

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is RGA Import/Export, Inc. 520 Brickell Key Drive, Apartment No.902, Miami, Florida 33131 respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one dollar (\$0.01) par value per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Jose A. Saavedra, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be more than five. The name and address of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Regina Maria Gambogi Alkmim	520 Brickell Key Drive Apt. No. 902 Miami, FL 33131
Jose Augusto Silveira Alkmim	520 Brickell Key Drive

Jose Augusto Silveira Alkmim 520 Brickell Key Drive
Apt. No. 902
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 23 PM 3:09

ARTICLE VII - INCORPORATOR

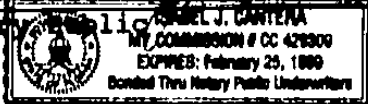
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jose A. Saavedra	1428 Brickell Avenue, 8th Floor Miami, FL 33131

Jose A. Saavedra
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of RGA Import/Export, Inc. were acknowledged before me this 22 day of July, 1996 by Jose A. Saavedra, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.

Isabel J. Cantera
Notary Public


My commission expires :

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RGA Import/Export, at the place designated in the Articles of Incorporation, Inc., Jose A. Saavedra, Esq., agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: July 22, 1996

Jose A. Saavedra
Jose A. Saavedra

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-1071
904-222-1070 FAX

800-342-8086

P96000061556



ACCOUNT NO. : 072100000032

REFERENCE : 197139

AUTHORIZATION :

81133A
Patricia Pappas

COST LIMIT : \$ 35.00

ORDER DATE : December 20, 1996

ORDER TIME : 11:50 AM

ORDER NO. : 197139-005

100002035371--9

CUSTOMER NO: 81133A

CUSTOMER: Jose Saavedra, Esq
Jose A. Saavedra, Esq
8th Floor
1428 Brickell Avenue
Miami, FL 33131

FILED
96 DEC 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: RGA IMPORT/EXPORT, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
96 DEC 20 PM 1:19
DIVISION OF CORPORATION

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

John - Dissolved 12/23/96
PC

Articles of Dissolution of
RGA Import/Export, Inc.

FILED
96 DEC 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of the Florida Statutes Section 607.1401, the undersigned corporation adopts the following articles of dissolution for purposes of dissolving the corporation:

- (1) The name of the corporation is RGA Import/Export, Inc., a Florida corporation (the "Corporation").
- (2) The Articles of Incorporation of the Corporation were filed on July 23, 1996.
- (3) The Corporation has not commenced business.
- (4) No debt of the Corporation remains unpaid.
- (5) The net assets of the Corporation remaining after winding up have been distributed to the shareholders.
- (6) A majority of the incorporators authorized the dissolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 17th day of December, 1996.

RGA Import/Export, Inc., a Florida corporation

By: *Jose A. Saavedra*
Jose A. Saavedra, Sole Incorporator

Certificate of RGA Import/Export, Inc.

I, Jose A. Saavedra, Sole Incorporator of RGA Import/Export, Inc., a Florida corporation, ("RGA Import/Export, Inc."), with mailing address c/o Jose A. Saavedra, Esq., 1428 Brickell Avenue, Miami, Fla. 33131, certify and acknowledge that I am the Sole Incorporator of RGA Import/Export, Inc., and that I executed the foregoing Articles of Dissolution as Sole Incorporator of RGA Import/Export, Inc..

Jose A. Saavedra
Jose A. Saavedra, Sole Incorporator

(Corporate Seal)

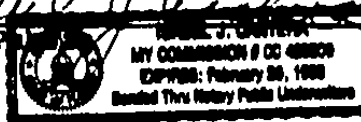
STATE OF FLORIDA)

COUNTY OF DADE)

I certify that on this date, before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Jose A. Saavedra, as Sole Incorporator of RGA Import/Export, Inc., a Florida corporation, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the foregoing instrument on behalf of said corporation.

Executed and sealed by me at Miami, Dade County, Florida on this 17 day of December, 1996.

David J. [Signature]
Notary Public



My Commission Expires: