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July 17, 1996

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

FILED
96 JUL 26 PM 1:10
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RE: BALCAR CORPORATION

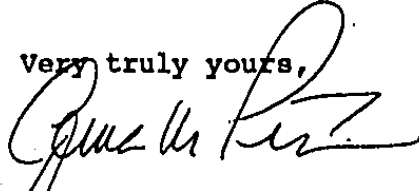
To Whom It May Concern:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above-referenced corporation and a check in the amount of \$122.50, for the following:

Filing fee	\$ 35.00
Registered Agent	
Designation	35.00
Certified copy	<u>52.50</u>
TOTAL	\$ 122.50

At your earliest convenience, please return the certified copy of the articles of incorporation to me at the address set forth above. Or, if you have any questions with respect to the foregoing, please call me at (305) 377-4100.

Very truly yours,


Gen. M. Piñón

Enclosures

nc 7-26-96

ARTICLES OF INCORPORATION

OF

BALCAR CORPORATION,

A FLORIDA CORPORATION

FILED
NOV 13 1963
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida General Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is:

Balcar Corporation

ARTICLE II

ADDRESS

The initial principal place of business and address of the Corporation shall be:

7801 Coral Way, Suite 131
Miami, Florida 33155

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purposes of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida General Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000), all of which shall be Common Stock, each share having a par value of One Dollar (\$1.00). All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters upon which stockholders have the right to vote. All shares shall be paid in lawful money of the United States of America or in property, labor, services, the just value thereof shall be fixed by the Board of Directors of the Corporation in the manner provided for by the Laws of the State of Florida.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The initial post office address of the Corporation's initial registered office shall be Friedman, Rodriguez, Ferraro & St. Louis, P.A., 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329, and the initial registered agent for the Corporation at that address shall be Gema M. Piñón, Esq., whose business address is and will be identical with the registered office of the Corporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be two.

The names and addresses of the persons who shall serve as members of the initial Board of Directors of the Corporation are set forth as follows:

<u>NAME</u>	<u>ADDRESS</u>
Juan Carlos Carrai	7801 Coral Way, Suite 131 Miami, Florida 33155
Raul Vallina	7801 Coral Way, Suite 131 Miami, Florida 33155

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is set forth as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gema M. Piñón, Esq.	Friedman, Rodriguez, Ferraro & St. Louis, P.A. 2300 Miami Center 201 S. Biscayne Boulevard Miami, Florida 33131-4329

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended from time to time in the manner provided for by the Laws of the State of Florida.

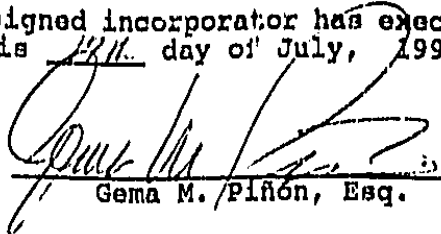
Every amendment shall be approved by the Board of Directors, proposed by them to the shareholder(s), and approved at a shareholder(s) meeting by a majority of the shareholders entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE X

LOST OR DESTROYED STOCK CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of July, 1996.


Gema M. Piñón, Esq.


STATE OF FLORIDA

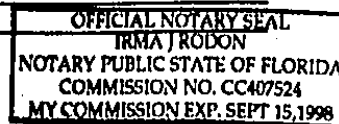
COUNTY OF DADE

)
) ss:

BEFORE ME, the undersigned authority, personally appeared Gema M. Piñón, the incorporator named in the above and foregoing Articles of Incorporation, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 17th day of July, 1996.



[NAME] IRMA J. RODON
NOTARY PUBLIC
Commission Number: _____
Expiration Date: _____



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida at the place designated in Article VI of these Articles of Incorporation for the proposed domestic corporation named in the foregoing Articles of Incorporation.

DATED this 17th day of July, 1996.


Gema M. Piñón, Esq.

FILED
96 JUL 24 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA