

P960000064697

TRANSMITTAL LETTER

July 29th., 1996.

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

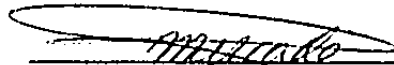
800001910849
-08/01/96--0106U--009
****122.50 ****122.50

Dear Sir

Enclosed please find Articles of Incorporations and the Designation and Acceptance of registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to have the above address.

Sincerely,



WILLIAMS ELIAS MERCADO
6307 N.E. 2nd. Avenue
MIAMI, FL. 33138

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG -1 AM 11: 26

FILED

8.2.96
/K

**ARTICLES OF INCORPORATION
OF
HORACIO M. IMPORT-EXPORT CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED
SS AUG - 1 1911:25
STATE
MILLER

**ARTICLE I
NAME**

The name of the corporation shall be: HORACIO M. IMPORT-EXPORT CORP.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be: 6307 N.E. 2nd. Avenue MIAMI, FLORIDA 33138, and the name of the initial Registered Agent for the corporation at that address is MR WILLIAMS ELIAS MERCADO

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

WILLIAMS ELIAS MERCADO
ROBERT ALVAREZ
EDUARDO ARDURA CAMARA

PRESIDENT
VICE-PRESIDENT
GENERAL MANAGER

**ARTICLE IX
INCORPORATOR**

The names and addresses of the incorporators are:

WILLIAMS ELIAS MERCADO
6307 N E. 2nd. Avenue MIAMI, FL. 33138

ROBERT ALVAREZ
6307 N E. 2nd. Avenue MIAMI, FL. 33138

EDUARDO ARDURA CAMARA
6307 N E. 2nd. Avenue MIAMI, FL. 33138

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

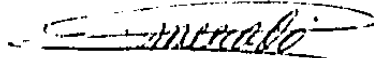
The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of State of Florida, with its principal office located at 6307 N.E. 2nd Avenue MIAMI, FLORIDA 33138.

HORACIO M. IMPORT-EXPORT CORP, has named WILLIAMS ELIAS MERCADO, whose address is 6307 N.E., 2nd. Ave. MIAMI, FL. 33138 as its agent to accept service process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designate address) in some conspicuous place in the office as required by law.

Registered Agent:



WILLIAMS ELIAS MERCADO

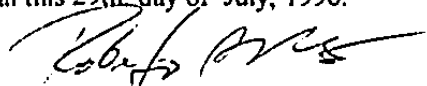
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared WILLIAMS ELIAS MERCADO who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

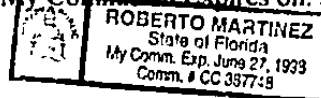
WITNESS my hand and official seal this 29th day of July, 1996.

(SEAL)



**ROBERTO MARTINEZ
NOTARY PUBLIC, STATE OF FLORIDA**

My Commission Expires on: June 27, 1998.



IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29th day of July, 1996.

Incorporator:


WILLIAMS ELIAS MERCADO


ROBERT ALVAREZ

FILED
96 AUG - 1 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

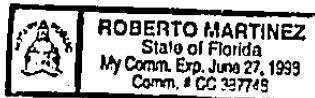

EDUARDO ARDURA CAMARA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 29th day of July, 1996.



Roberto Martinez
Notary Public, State of Florida
My commission Expires on June 27th, 1998.



P96000064697

Director's Name
Address

City/State/Zip Phone #
HORACIO M. IMPORT-EXPORT CORP.
3050 So. DIXIE HIGHWAY Suite #301
COCONUT GROVE, FLORIDA 33133

Office Use Only
NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

600002191496--9
-05/27/97--01076--002
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P96000064697
Amend
5-27-97
3P97

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HORACIO M. IMPORT-EXPORT CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)* AMENDMENT ARTICLES VIII, AND ARTICLES IX-BOARD OF DIRECTORS-ROBERT ALVAREZ AND EDUARDO ARDURA CAMARA, WILL BE OUT OF BUSINESS, AND THE STOCKHOLDERS AND OFFICER WILL BE: WILLIAMS ELIAS MERCADO WITH 60% OF SHARES AND JOSE ANTONIO OCHOA WITH 40% OF SHARES. WILLIAMS ELIAS MERCADO AND JOSE ANTONIO OCHOA WILL BE THE ONLY STOCKHOLDERS.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MAY 23- 1997

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by UNANIMOUS
(voting group)

(continued)

Signed this 23th day of MAY, 19, 1997.

By *Jose Antonio Ochoa*

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

JOSE ANTONIO OCHOA

(Typed or printed name)

SECRETARY - TREASURY

(Title)

5-23-97

