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EMPIRE CORPORATE KIT
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((H98000011714)))
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-
CONTACT: RAY STORMONT
PHONE: (305) 641-3094
FAX: (305) 641-3770

((H98000011714))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARLPAUL CORPORATION
FAX AUDIT NUMBER: H98000011714
DATE REQUESTED: 08/21/1998
CERTIFIED COPIES: 1
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96 AUG 27 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/27/96

Doc# G52608 PE

Gillermo Ubieta has acknowledge of the
other company w/ existence.

96 AUG 27 PM 4:41

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8/27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 22, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MARLPAUL CORPORATION
REF: W96000017651

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

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Loria Poole
Corporate SpecialistFAX Aud. #: H96000011714
Letter Number: 596A00039910Att: Bobbie

ARTICLES OF INCORPORATION

H9600001171

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

MARLPAUL CORPORATION

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**7160 NORTH WEST 36TH AVENUE
MIAMI, FLORIDA 33147**

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96 AUG 27 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**7160 NORTH WEST 36TH AVENUE
MIAMI, FLORIDA 33147
(305) 693-0547**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PAULO GAVA

**PREPARED BY:
GUILLERMO UBIETA, JR.
2318 WEST 68TH STREET
HIALEAH, FL. 33016
(305) 889-4614
(305) 835-3929**

H96000011714

PREPARED BY:
GUILLERMO VIBITA, JR.
3318 WEST 60TH STREET
MIAMI, FL. 33144

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

PAULO GAVA
- PRESIDENT & DIRECTOR -

ELVIA ALVARENGA
- VICE-PRESIDENT & DIRECTOR -

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

PAULO GAVA
7160 NORTH WEST 36TH AVENUE
MIAMI, FLORIDA 32835
(305) 693-0547

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 21 ST DAY OF AUGUST OF 1996.



Incorporator

496000011714

AUG-27-1996 12:42

EMPIRE CORPORATE KIT

P.05/23

PREPARED BY:
GUILLELMO GONZALEZ, JR.
3315 WEST 64TH STREET
MILWAUKEE, WI 53216

H96000011714

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **MARLPAUL CORPORATION** DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF
DADE, STATE OF FLORIDA, HAS APPOINTED **PAULO GAVA**, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **MARLPAUL
CORPORATION** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 21 ST. DAY
OF AUGUST, 1996.



Registered Agent

FILED
96 AUG 27 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000011714

AUG-27-1996 12:43

EMPIRE CORPORATE KIT

P.06/23

GUILLERMO M. MURIELA JR.
3316 WEST 68TH STREET
MIAMI, FL 33144

H96000011714

STATE OF FLORIDA)

COUNTY OF DADE)

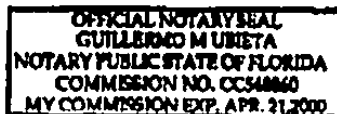
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **PAULO GAVA. DRIVER'S LICENSE NO. G100-660-61-228**, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS **21 ST. DAY OF AUGUST, 1996.**


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000011714

P96000071362

8

11:43 AM

ELC SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000010993-8))

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

FAX #: (850) 922-4000

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MARLPAUL CORPORATION

AUDIT NUMBER.....H97000010993

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 7

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97 JUL -3 PM 1:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
7-3-97
DL

H 97000010993

(2)

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MARLPAUL CORPORATION

P96000071362

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

IVAN ALONSO - PRESIDENT & DIRECTOR
PAULO GAVA - VICE-PRESIDENT & DIRECTOR
ELVIA ALVARENGA - TREASURER & DIRECTOR
VALDENISE R. GAVA - SECRETARY & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
7160 NORTH WEST 36TH AVENUE MIAMI, FLORIDA 33147 (305) 693-0547

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TALLAHASSEE, FLORIDA

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 30TH 1997.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR 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 THE APPROVAL.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH
VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(s).)
THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR
APPROVAL BY: _____

(Voting group)

SIGNED THIS 30TH DAY OF JUNE, 1997.
MARLPAUL CORPORATION

BY: _____

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

Typed or printed name: PAULO GAVA
Title: DIRECTOR / INCORPORATOR

PREPARED BY: GUILLERMO UBERTA, JR., 8045 NORTH WEST 36TH STREET SUITE 525, MIAMI, FL. 33166
(305) 597-4511

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