

09-04-1996 02:13PM FROM ARAZOZA & COMAS P.A.

TO

190-922-4001 P.O1

9/6/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:13 PM

((H96000012343 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA,
CONTACT: CARLOS F ARAZOZA
PHONE: (305)444-6226

ACCT#: 076624003440

FAX #: (305)442-4829

NAME: ROSARIO FINANCE, INC.

AUDIT NUMBER.....H96000012343

DOC TYPE.....DOMESTICATION

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 6

DEL.METHOD.. FAX

EST.CHARGE.. \$172.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ALT-F10 HELP | ANSI-BBS | FDX | 2400 E71 | LOG CLOSED | PRT OFF | CR | CR

RECEIVED
SEP-4 PM 2:13
TALLAHASSEE, FLORIDA

RECEIVED
SEP-4 PM 4:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature and date: 9/5/96

H96000012343

CERTIFICATE
OF
DOMESTICATION

The undersigned Rosario Michelena vda. de Fernandez as sole shareholder of ROSARIO FINANCE, INC., a non-US Corporation in accordance with Florida Statutes Section 607.355 does hereby certify:

FIRST: The corporation was first formed on November 19, 1981.

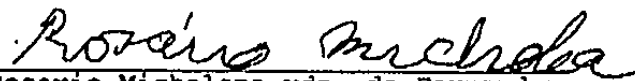
SECOND: The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Panama.

THIRD: The name of the corporation immediately prior to the filing of this Certificate of Domestication was ROSARIO FINANCE, INC.,

FOURTH: The name of the corporation as set forth in its Articles of Incorporation to be filed pursuant to sections 607.024 and 607.164 with this certificate is ROSARIO FINANCE, INC.

FIFTH: The jurisdiction that constituted the seat, siege, social, or principal place of business or central administration of the corporation or any other equivalent thereto under applicable law, immediately prior to the filing of this Certificate of Domestication was Panama City, Panama.

IN WITNESS WHEREOF, I, being sole shareholder of ROSARIO FINANCE INC., and being duly authorized to sign this Certificate of Domestication on behalf of the corporation have done so this the 3RD day of SEPTEMBER, 1996.


Rosario Michelena vda. de Fernandez
Sole Shareholder

corp\foreign\Rosario.Don

H96000012343

H96000012343

CERTIFICATE OF INCORPORATION

OF

ROSARIO FINANCE, INC.

The undersigned incorporators to these articles of incorporation hereby domesticate this corporation under the laws of the State of Florida as provided in Section 607.355 in accordance with IRC Section 368 (a) (1) (F).

ARTICLE INAME

The name of this corporation is ROSARIO FINANCE, INC. Prior to this domestication this corporation was named ROSARIO FINANCE, INC., a Panama corporation.

ARTICLE IIGENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IIICAPITAL 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 no par value of per share, as provided for in its original articles filed in Panama. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IVINITIAL CAPITAL

The amount of capital with which this corporation will be domesticated in Florida is \$500.00. This capital is represented by shares which are issued in the name of Rosario Michelena vda. de Fernandez. These pre-existing share certificates will be replaced with Florida share certificates upon domestication.

Prepared By: Carlos F. Arazoza, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No.: 06988060

H96000012343

H96000012343

ARTICLE V

TERM OF EXISTENCE

Pursuant to Florida Statutes Section 607.355(4), this corporation is deemed to have commenced its existence on November 19, 1981 and is to exist perpetually.

ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 3000 S.W. 101 Ct., Miami, FL. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one. The initial director shall be:

Rosario Michelena vda. de Fernandez

3000 S.W. 101 Ct.
Miami, FL

ARTICLE VIII

INCORPORATORS

The name of the incorporator of these articles of incorporation is Rosario Michelena vda. de Fernandez whose address is 3000 S.W. 101 Ct., Miami, FL.

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

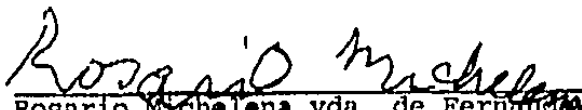
H96000012343

H96000012343

ARTICLE XREGISTERED OFFICE AND REGISTERED AGENT

That Rosario Finance, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres and Fernandez-Fraga. P.A. as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 101 Madeira Avenue, Coral Gables, FL 33134.

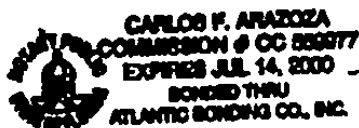
WITNESS the hand and seal of the incorporators in Dade County, State of Florida, this 3RD day of SEPTEMBER, 1996.

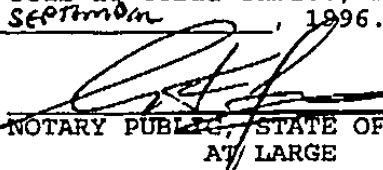

Rosario Michelena vda. de Fernandez
Sole Shareholder
Sole Director
Sole Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

PERSONALLY appeared before me, Rosario Michelena as authorized representative of the corporation, to me well known to be the incorporator to the foregoing Articles of Rosario Finance Inc., c. who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Dade County, Florida this 3RD day of SEPTEMBER, 1996.





NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

H96000012343

H96000012343

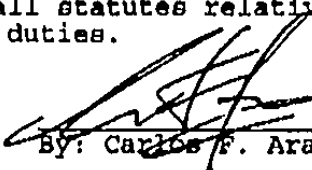
65 SEP -4 PM 4:13
SECRET
NO FORN DISSEM

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

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

FIRST: That Rosario Finance, Inc., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at the City of Coral Gables, State of Florida,
has named Carlos F. Arazosa as its Agent to accept service of
process within Florida.

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 I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.


By: Carlos F. Arazosa

Date: 7/3/96

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

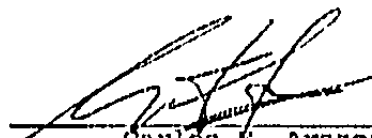
1. The name of the corporation is Rosario Finance, Inc.
2. The name and address of the registered agent and office is:

Carlos F. Arazosa
101 Madeira Avenue

H96000012343

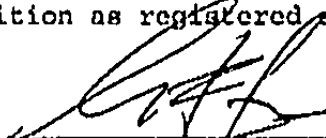
H96000012343

Coral Gables, Florida 33134



Carlos F. Arazoza
Date: 9/3/96

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.



Carlos F. Arazoza
Date: 9/3/96

h:\wp51\corp\foreign\Rosario2.inc

H96000012343