

1301 HAYS STREET
MIAMI, FL 33130
305-371-1191
800-342-1086
096000077026



PRESTIGE
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 081848 94018A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 11, 1996

ORDER TIME : 11:36 AM

ORDER NO. : 081848

CUSTOMER NO: 94018A

200001944902
-09/11/96--01073--022
****245.00 ****122.50

CUSTOMER: Michael Ortiz, Esq
MICHAEL ORTIZ, P.A.
Suite 902, Grand Bay Plaza
2665 South Bay Shore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: ~~NEW SOURCE INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

502.672
W96-19139

RECEIVED
96 SEP 11 PM 1:18
DIVISION OF CORPORATIONS
96 SEP 11 PM 9:45
OFFICE OF THE CLERK
STATE OF FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 SEP 11 AM 9:45

September 11, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NEW SOURCE INC.
Ref. Number: W96000019139

RESUBMIT

Please give original
submission date as file date.

We have received your document for NEW SOURCE INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 096A00042336

96 SEP 15 PM 3:45
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
NEW SOURCE USA INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: New Source USA Inc.

The address of the principal office of this corporation shall be:

255 Alhambra Circle
Suite 715
Coral Gables, FL 33134

and the mailing address of the corporation shall be the same.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
500 shares	\$1	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

George Viña	255 Alhambra Circle Suite 715 Coral Gables, Florida 33134
-------------	---

66 SEP 11 AM 9:45
FLORIDA STATE
SECRETARY OF
CORPORATIONS

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz 2665 So. Bayshore Drive
 Suite 902
 Miami, Florida 33133

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 9th day of September, 1996.

 (SEAL)
MICHAEL ORTIZ, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 11 AM 9:45

George Vifa having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



GEORGE VIFA



P96000077026

ACCOUNT NO. : 072100000032

REFERENCE : 238923 94018A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 28, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 238923-005

CUSTOMER NO: 94018A

100002071321--9
-01/28/97--01167--011
*****87.50 *****87.50

CUSTOMER: Michael Ortiz, Esq
Michael Ortiz, P.a.
Suite 902, Grand Bay Plaza
2665 South Bay Shore Drive
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: NEW SOURCE USA INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

1/28/97
Andrea Mabry
Change *D*

FILED
97 JAN 28 PM 3:28
RECEIVED
95 JAN 28 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LAW OFFICES
MICHAEL ORTIZ, P.A.

SUITE 902
GRAND BAY PLAZA
2665 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133

TELEPHONE (305) 856-7870
FAX (305) 856-8979

OF COUNSEL
ANIBAL QUIROGA LEON
LIMA, PERU

January 27, 1997

HAND DELIVERED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: New Source USA Inc.
Client File Number 250

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Amendment to the Articles of Incorporation (the "Amendment") of the above-referenced Corporation. Also enclosed is a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) in payment the following fees:

Filing Fee	\$35.00
Certified Copy Fee	52.50

Total	\$87.50

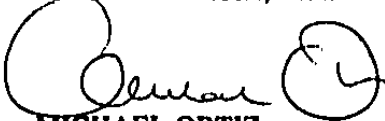
Please acknowledge your receipt of the enclosed Amendment and check by signing the enclosed acknowledgment copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Amendment upon their filing.

Secretary of State
Division of Corporations
January 27, 1997
Page -2-

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.



MICHAEL ORTIZ

MO/cb
Enclosures
Secy-St-2.ltr/250

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NEW SOURCE USA INC.

FILED
97 JAN 28 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of NEW SOURCE USA INC.

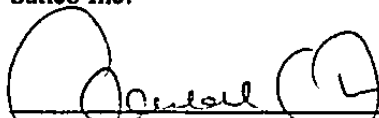
1. The name of the corporation is currently NEW SOURCE USA INC.
2. The Articles of Incorporation are amended as follows:
 - a. By deleting, immediately preceding the first paragraph of such Articles, the word, "New Source USA Inc." and by substituting in lieu thereof "Satico Inc."; and
 - b. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the following:

The name of this corporation shall be: Satico Inc.
 - c. In all other respects, the Articles of Incorporation shall remain unchanged.
3. This Amendment was adopted by a written statement signed by the shareholders and directors of Satico Inc. on January 23, 1997 pursuant to Section 607.1003 of the Florida Statutes.
4. The effective date of this Amendment shall be upon the filing of this Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the President of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes this Amendment to the Articles of Incorporation this 27th day of January, 1997.

New Source USA Inc. to be known
hereafter as:
Satico Inc.

By:


MICHAEL ORTIZ, President

P96000077026



ACCOUNT NO. : 072100000032

REFERENCE : 276827 94018A

AUTHORIZATION :

COST LIMIT : PRE-PAID

FILED
97 FEB 28 PM 2:05
TALLAHASSEE, FLORIDA

ORDER DATE : February 28, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 276827-005

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq
Michael Ortiz, P.a.
Suite 902, Grand Bay Plaza
2665 South Bay Shore Drive
Miami, FL 33133

800002101018--8
-02/28/97--01047--009
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: SATICO, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

97 FEB 29 AM 10:40
TALLAHASSEE, FLORIDA

N. HENDRICKS FEB 2 9 1997

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SATICO, INC.

FILED
97 FEB 28 PM 2:05
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of SATICO, INC.

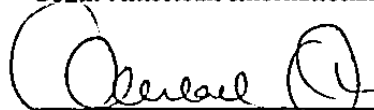
1. The name of the corporation is currently SATICO, INC.
2. The Articles of Incorporation are amended as follows:
 - a. By deleting, immediately preceding the first paragraph of such Articles, the word, "Satico, Inc." and by substituting in lieu thereof "South American International Trading, Inc."; and
 - b. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the following:

The name of this corporation shall be: South American International Trading, Inc.
 - c. In all other respects, the Articles of Incorporation shall remain unchanged.
3. This Amendment was adopted by a written statement signed by the shareholders and directors of Satico Inc. on February 25, 1997 pursuant to Section 607.1003 of the Florida Statutes.
4. The effective date of this Amendment shall be upon the filing of this Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the President of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes this Amendment to the Articles of Incorporation this 25th day of February, 1997.

Satico, Inc. to be known
hereafter as:
South American International Trading Co.

By:



MICHAEL ORTIZ, President