

GREENBERG

ACCOUNTANTS AT LAW

TRAURIG

P9600077647

Oscar Levin  
(405) 579-0880

September 16, 1996

VIA UPS

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

900001949589  
-09/17/96--01150--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: TEXPASA TRADING, CORP.

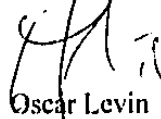
Dear Sir or Madam:

Enclosed please find our check in the sum of \$122.50 for the certification of the Articles of Incorporation of TEXPASA TRADING, CORP.

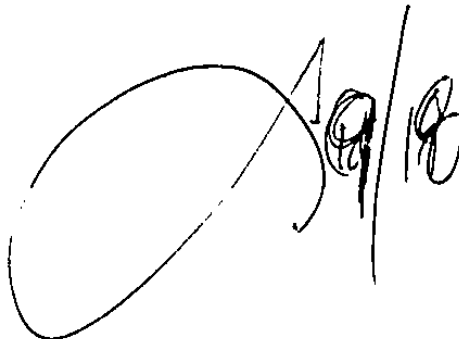
It would be greatly appreciated if the same would be returned in the self addressed Federal Express envelope.

If you have any questions, do not hesitate to contact the undersigned.

Very truly yours,

  
Oscar Levin

OL/ip



SEP 17 PM 2:45  
FBI  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

GREENBERG TRAURIG, HOFFMAN LIPKOW & QUINTELL, P.A.  
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305 579 0500 FAX 305 579 0717  
MIAMI NEW YORK WASHINGTON, D.C.  
FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO

ARTICLES OF INCORPORATION  
OF  
TEXPASA TRADING CORP.

SEP 17 1985  
Ft. Lauderdale, Florida

ARTICLE I

The name of the corporation is TEXPASA TRADING, CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 720 Verona Lake Drive, Ft. Lauderdale, Florida 33326.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristic of such stocks shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$0.01	Common

ARTICLE IV

The corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting, must sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes of which is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Oscar Levin/ Greenberg Traurig.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one President/ Director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's President /Director until successors are duly qualified is:

Roberto Quan  
720 Verona Lake Drive  
Ft. Lauderdale, Florida 33326

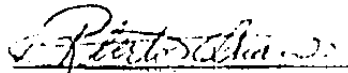
**ARTICLE VII**

The name of the incorporator is Roberto Quan and the address of the incorporator is 720 Verona Lake Drive, Ft. Lauderdale, Florida 33326.

**ARTICLE VIII**


The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation, pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of September, 1996.

  
Roberto Quan

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of **TEXPASA TRADING, CORP.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Oscar Levin, Registered Agent

Dated: September 16, 1996.

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OF  
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\_\_\_\_\_  
Oscar Levin, Registered Agent

Dated: September 16, 1996

96 SEP 17 PM 2:46  
FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA