

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1227

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up _____ 12:00 _____ 10/1

RE: South of the Border
International Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SOUTH OF THE BORDER INTERNATIONAL, INC.

FILED
96 OCT -1 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

The name of the corporation is: **SOUTH OF THE BORDER INTERNATIONAL, INC.** The principle address of the corporation is: 901 Lake Shore Dr., Suite #102, Lake Park, FL. 33403.

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

This corporation is authorized to issue 1,000 shares of No Par Value Common Stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

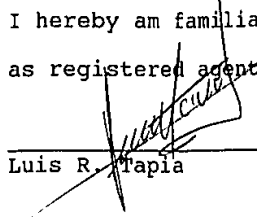
ARTICLE SIX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SEVEN

The street address and mailing address of the initial principal registered office is: 901 Lake Shore Dr., Suite #102, Lake Park, FL. 33403, and the name of its initial registered agent of this corporation is: LUIS R. TAPIA.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Luis R. Tapia

ARTICLE EIGHT

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Name	Mailing Address
Luis R. Tapia	901 Lake Shore Dr., Suite #102 Lake Park, FL. 33403
Carlos Axilote	c/o 901 Lake Shore Dr., Suite #102 Lake Park, FL. 33403

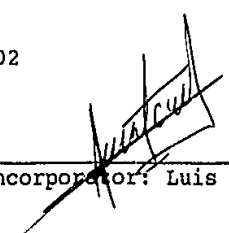
ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE TEN

The name and address of the incorporator for this corporation is:

Luis R. Tapia
901 Lake Shore Dr., Suite #102
Lake Park, FL. 33403



Incorporator: Luis R. Tapia

ARTICLE ELEVEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such

corporation, or who it is so interested any be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TWELVE

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of September, 1996.



Luis R. Tapia

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

In pursuance of Chapter 48.091 of the Florida Statutes, the
following is submitted, in compliance with said act:

FIRST: that **SOUTH OF THE BORDER INTERNATIONAL, INC.**, desiring
to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation, at
Lake Park, County of Palm Beach, State of Florida, has named Luis R.
Tapia located at: 901 Lake Park Dr., Suite #102, Lake Park, FL.
33403, County of Palm Beach, State of Florida, as its agent to
accept service of process with the state.

ACKNOWLEDGEMENT: MUST BE SIGNED BY DESIGNATED AGENT

Having been named to accept service of process for the above
corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

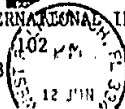
BY: _____

Luis R. Tapia
Registered Agent

FILED
96 OCT -1 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000081012

SOUTH OF THE BORDER INTERNATIONAL INC.
901 Lake Shore Dr. Ste.
Lake Park, FL. 33403



City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

ent #)

ent #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

97 JUN 16 AM 8:43
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/ Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

600002213086--2
-06/16/97--01113--013
*****35.00 *****35.00

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: _____

SOUTH OF THE BORDER INTERNATIONAL INC.

SECOND: The articles of incorporation were filed on: P96000081012 (10-1-96)

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 11 day of JUNE, 19 97

Signature

(By the chairman or vice chairman of the Board, president, or other officer - if there are no officers or directors, by an incorporator.)

LUIS R. TAPIA

(Typed or printed name)

PRESIDENT

(Title)

FILED
97 JUN 16 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA