

P96000081269

Law Offices of
THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

Telefax (305) 445-4458

September 25, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600001960476
-10/01/96--01034--011
****122.50 ****122.50

Re: VEREPAZ INTERNATIONAL, INC.

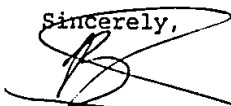
To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

I HAVE ALSO ENCLOSED A COPY OF THE NAME RESERVATION CONFIRMATION THAT WE APPLIED FOR.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,


BARBARA SANJURJO
LEGAL ASSISTANT

TGS:bs
ENCLS.

FILED
96 OCT -1 PM 4:17
SECY. OF STATE
TALLAHASSEE, FLORIDA

Dmc
10/1/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

BARBARA SANJURJO
SHERMAN & CASTRO
218 ALMERIA AVENUE
CORAL GABLES, FL 33134

The name VERAPAZ INTERNATIONAL, INC. has been reserved for 120 days beginning September 12, 1996. The reservation number is R96000004352 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 496A00042390


ARTICLES OF INCORPORATION
OF
VERAPAZ INTERNATIONAL, INC.

FILED
96 OCT -1 PM 4:17
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Verapaz International, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 5151 Pinetree Drive, Miami Beach, Florida 33140.
- THIRD:** The corporation is authorized to issues 7,500 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Sherman & Castro, Jose E. Castro, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jose E. Castro, Esq., 218 Almeria Avenue, Coral Gables, Florida 33134
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Bill F. Spohrer
5151 Pinetree Drive, Miami Beach, Florida 33140.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on October 1, 1996.

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



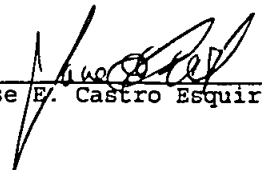
Jose E. Castro, Esq. , Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Jose E. Castro Esquire

FILED

96 OCT -1 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA