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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 130286 131156A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 1996

ORDER TIME : 1:47 PM

ORDER NO. : 130286-005

CUSTOMER NO: 131156A

800001984788--0

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESQ

5725 Major Blvd
Suite 230
Orlando, FL 32819-7903

DOMESTIC FILING

NAME: ASEVISA CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA

96 OCT 23 PM 4:23

FILED

Dmc
10/23/96

RECEIVED
96 OCT 23 AM 3:29
DIVISION OF CORPORATION

FILED

95 OCT 23 PM 4:23

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation, pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

ASEVISA CORPORATION

The principal place of business of this Corporation shall be:

3331 Hammersmith Road
Orlando, FL 32818-2803

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscriber is:

NAME: Luis Augusto Pardo
ADDRESS: 7 Ave. 6-26, Zona 9, suite # 210
Guatemala City 01009, Guatemala (100% stocks)

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Luis Augusto Pardo
ADDRESS: 7 Ave. 6-26, Zona 9, suite # 210, Guatemala City 01009,
Guatemala
OFFICE: President

NAME: Luis Augusto Pardo
ADDRESS: 7 Ave. 6-26, Zona 9, suite # 210, Guatemala City 01009
Guatemala
OFFICE: Treasurer/Secretary

ARTICLE IX - AMENDMENT

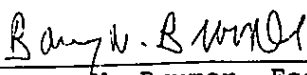
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 15th day of OCTOBER, 1996.



Grace A. Finke
Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for ASEVISA CORPORATION.

Barry N. Brumer
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 15th day of October, 1996.

Grace A. Finke
Notary Public
State of Florida at Large
My Commission Expires:



GRACE A. FINKE
MY COMMISSION # CC300241 EXPIRES
August 1, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.