

P96000088/25c

10/24/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015037 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NAYARET, INC.

AUDIT NUMBER.....H96000015037

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

96 OCT 25 AM 11:54

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10/25/96
TB 196A-19408

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ARTICLES OF INCORPORATION
OF
NAYARET, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

NAYARET, INC.

ARTICLE II

The general nature of the business to be transacted shall be a international wholesale trading and to otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the corporation.

Page 1

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of (2) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Julio Vergara President
2025 Brickell Av #1805
Miami, Fl 33129

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be Julio Vergara and the registered agent's office of this corporation shall be Julio Vergara, 2025 Brickell Av #1805 Miami, Florida 33129.

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ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation 2025 Brickell Av, #1805, Miami, FL 33129 branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscribers of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
Julio Vergara	2025 Brickell Av #1805 Miami, Fla 33129	500
Roberto Chicre	2025 Brickell Av #1805 Miami, Fla 33129	500

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscribers have

H96000015037

P96000088125
TRANSMITTAL LETTER

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

SUBJECT: NAYARET, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 35.00 .

FROM: JULIO VERGARA c/o
CARLOS MACCHI
Name
P.O. BOX 161976
Address
MIAMI, FLORIDA 33116-1976
City, State, & Zip
(305) 667-8900
Telephone Number
Telefax Number : (305)667-6977

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 PM 2:30

Macchi
Carlos Macchi
P.O. Box 161976
Miami, Florida 33116-1976

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*****35.00 *****35.00

Note: Additional copy of articles is needed when certified copy is requested.

valid

JUL 21 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 20, 1997

Jullo Vergara
% Carlos Macchi
P.O. Box 161976
Miami, FL 33116-1976

SUBJECT: NAYARET, INC.
Ref. Number: P96000088125

We have received your document for NAYARET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 997A00026991

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DIVISION OF CORPORATIONS

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: NAVARET, INC.

DOCUMENT NUMBER : P96000080125

SECOND: The articles of incorporation were filed on: 10-25-96

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 th day of July, 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.)

Julio Vera

JULIO VERA, INCORPORATOR
(Typed or printed name)

PRESIDENT, DIRECTOR
(Title)

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