

10/20/96 11:07

0.005 001

P9600088791

10/20/96

3:59 PM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((((H96000015171 7))))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAB-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: FATTALITE OF AMERICA, INC.
AUDIT NUMBER.....H96000015171
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

10/28/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

3:59 PM

PASSWORD

--KEY--
PASSWORD/NEWPASSWORD

96 OCT 28 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
C

FILED

10/28/96 FILED
10/28/96 FILED

10/28/96 FILED
10/28/96 FILED

10/29/96 TB 4961-19760

**ARTICLES OF INCORPORATION OF
FATTALITE OF AMERICA, INC.**

The undersigned, acting as incorporator of "**FATTALITE OF AMERICA, INC.**" under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "**FATTALITE OF AMERICA, INC.**" with principal place of business at 7940 SW 8th Street, Miami, Florida 33143.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

FILED
96 OCT 28 AM 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value.

PREPARED BY:

Gonzalo R. Dorra, P.A.
1401 Brickell Avenue, Suite 650
Miami, FL 33131
FLA. BAR NO. 0650269

The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial agent is GONZALO R. DORIA, P.A. and the street address of the corporation's initial registered office where agent is to be found is 1401 BRICKELL AVENUE, SUITE 650, MIAMI, FLORIDA 33131.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have 1 director. The number of directors may be increased from time to time, as provided in the Bylaws. The name of the initial director is Juan Amador.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Gonzalo R. Doria, P.A. with street address as follows: 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - INDEMNIFICATION

10/20/96

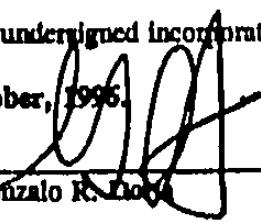
17107

NO. 005 705

H96000015171

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 28 day of October, 1996.


Gonzalo R. Doria

STATE OF FLORIDA:

COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Gonzalo R. Doria of Gonzalo R. Doria, P.A., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 28 day of October, 1996, he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 28 day of October, 1996.

My commission expires:

Notary Public
State of Florida at Large

ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT

10/20/96 17107

NO. 003 DOG

H96000015171

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That "FATTALITE OF AMERICA, INC." desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named, as agent to accept service of process within the state; Gonzalo R. Dorta, P.A. 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

Having been named to accept service of process for "FATTALITE OF AMERICA, INC." at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

BY: 
GONZALO R. DORTA, P.A.
Registered Agent

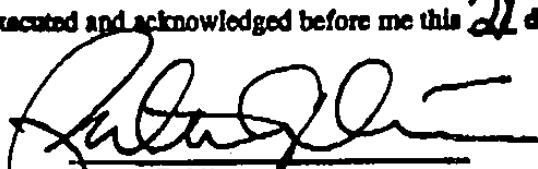
96 OCT 28 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

STATE OF FLORIDA:

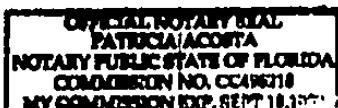
: S.S.

COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 29 day of October, 1996.


Notary Public,
State of Florida at Large

My commission expires:



JAHV:WPS/INCORPARTICLES/FATTALIT. INC

P960000088791

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

11/14/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2150 PM

(((H96000016130 2)))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: FAB-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839 FAX #: (305) 716-0346

NAME: FATTALITE OF AMERICA, INC.
AUDIT NUMBER.....H96000016130
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....0 DEL. METHOD.. FAX
EST. CHARGE.. \$35.00

NOTE: THIS IS A FAX TRANSMISSION

EST. CHARGE.. \$35.00
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** 'ENTER 'M' FOR MENU. **

11/14/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:58 PM

96 NOV 15 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

115 pH 1:3

Brugmansia - Conrad /
fundo.

11/15/96 12:53

NO. 162 D02

11/14/96 12:40

H96000016130

NO. 143 D01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FATTALITE OF AMERICA, INC.

(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statues, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended added or deleted)

ARTICLE I "NAME"

Article I is amended to reflect an error with the principal place of business. Accordingly, the principal place of business address should be amended to reflect the following address or the correct place of business:

7940 SW 8th Street
Miami, FL 33144

FILED
96 NOV 15 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N.A.

Prepared by: Gonzalo R. Dorta, P.A.
1401 Brickell Avenue, Suite 650
Miami, FL 33131 (305) 381-8866
FBN 0650269

H96000016130

11-15-96

12/53

NO. 162 003

12/42

12/40

NO. 143 012

H96000016130

THIRD: The date of each amendment's adoption: November 14, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. N/A.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by N/A voting group.

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. N/A.

The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this day 14 of November 1996.

Signature


(Incorporator)

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporator)

Gonzalo R. Dorta

Typed or printed name

Incorporator

Title

H96000016130