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FLORIDA DIVISION OF CORPORATIONS
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((H96000015295 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SPANCARGO GROUP INC.

AUDIT NUMBER.....H96000015295

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

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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11/30/96

ARTICLES OF INCORPORATION FILED

of

Spancargo Group Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Spancargo Group Inc.**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of One Dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Spancargo Group Inc.</u>		
ADDRESS	<u>800 Claughton Island Dr</u>		
CITY	<u>Miami</u>	FLORIDA	ZIP <u>33131</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Wilfredo Fleites</u>		
ADDRESS	<u>114 Madeira Ave</u>		
CITY	<u>Coral Gables</u>	FLORIDA	ZIP <u>33134</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Santiago Mesia</u>		
ADDRESS	<u>Calle Fernan Nunez 8</u>		
CITY	<u>28016 Madrid Spain</u>	STATE	ZIP
NAME	<u>Francisco Martin Sierra</u>		
ADDRESS	<u>Calle La Arboleda # 336</u>		
CITY	<u>Madrid Spain</u>	STATE	ZIP
NAME	<u>Jaime Mesia</u>		
ADDRESS	<u>800 Claughton Island Dr Suite 704</u>		
CITY	<u>Miami</u>	STATE <u>FL</u>	ZIP <u>33131</u>

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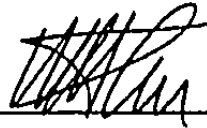
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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Wilfredo Fleites		
ADDRESS	114 Madeira Ave		
CITY	Coral Gables	STATE	FL ZIP 33134
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25
day of October, 19 96.



(Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Wilfredo Fleites

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 25
day of October, 19 96.

(Notary Seal)


(Notary Public, State of Florida at Large)

My Commission expires:



MARIA E. FLEITES
MY COMMISSION # 0028241 EXPIRES
March 12, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

ARTICLE VIII - AMENDMENT.

This certificate of incorporation may be amended in any manner with the laws of the State of Florida.

ARTICLE IX - OFFICERS

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be :

President-Santiago Masia

Vice President- Francisco Martin Sierra

Secretary-Jaime Masia

Treasurer-Christian Masia

ARTICLE X

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XI - ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of provided by law.

ARTICLE XII - PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every shareholders, 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 rate share at the price at which it is offered to others.

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

0

Spancarga Group Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 800 Claughton Island Dr Suite 704

Miami Fl 33131

has named Wilfredo Fleites

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

FILED
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SEMINOLE STATE
TALLAHASSEE, FLORIDA