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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: BALAGUER CORPORATION
AUDIT NUMBER.....H96000015714
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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Articles of Incorporation
of
Balaguer Corporation

Article I. Name

The name of this Florida corporation is:
Balaguer Corporation

Article II. Address

The mailing address of the Corporation is:
Balaguer Corporation
c/o 80 SW 8th Street, Suite 2077
Miami FL 33130

EFFECTIVE DATE

11-6-96

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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(305) 373-5802

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Pilar Balaguer
Ana Maria Balaguer

Article VI. Incorporator

The name and address of the incorporator is:

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on November 6, 1996

Juris Magister Corporate Services

By: 

Luis Agramunt, President
by L.A. Uriarte as attorney-in-fact

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Balaguer Corporation

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Luis Agramunt
by L.A. Uriarte as attorney-in-fact

Date: November 6, 1996

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