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FLORIDA DIVISION OF CORPORATIONS  
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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: LOAC CORP.  
AUDIT NUMBER.....H96000016790  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date: 11/27/96*

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ARTICLES OF INCORPORATION

OF

LOAC CORP.

ARTICLE I. NAME

The name of this corporation shall be LOAC CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 par value shares of common capital stock.

This Instrument Prepared By:

Ivonne Rosa Blary, Esq.  
8500 West Flagler St., Ste. A-105  
Miami, Florida 33144-2037  
FLORIDA BAR NO.: 893455

(305) 227-2700

Article of Incorporation LOAC CORP.

FILED  
NOV 27 1996  
CLERK OF DISTRICT COURT  
MAYBE

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

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Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is:

EDUARDO ACEVEDO  
6501 N.W. 36th St., Ste. 305  
Miami, Florida 33166

President

JOSE M. BRANCO  
6501 N.W. 36th St., Ste. 305  
Miami, Florida 33166

Vice-President (Administrative)

GILMAR LINDNER  
6501 N.W. 36th Street  
Ste. 305  
Miami, Florida 33166

Vice-President (Operations)

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Article of Incorporation LOAC CORP.

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ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 6501 N.W. 36th Street, Ste. 305, Miami, Florida 33166.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: EDUARDO ACEVEDO.

ARTICLE X. INCORPORATOR

The name and address of the individuals who shall serve as this corporation's incorporator are:

EDUARDO ACEVEDO  
6501 N.W. 36th St., Ste. 305  
Miami, Florida 33166

JOSE M. BRANCO  
6501 N.W. 36th St., Ste. 305  
Miami, Florida 33166

GILMAR LINDNER  
6501 N.W. 36th St., Ste. 305  
Miami, Florida 33166

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments

Article of Incorporation LOAC CORP.

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hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

*Edu. Acevedo*  
EDUARDO ACEVEDO - Incorporator

*Jose Maria Branco*  
JOSE M. BRANCO - Incorporator

*Gilmar Lindner*  
GILMAR LINDNER - Incorporator

State of FLORIDA

County of DADE

On Sept. 30, 1996, EDUARDO ACEVEDO, designated above as the individuals who shall serve as the corporation's initial directors and who are personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of LOAC CORP.

*Ivonne Rosa Blary*  
Notary Public



IVONNE ROSA BLARY  
My Commission CC403644  
Expires Sep. 07, 1999

*Ivonne Rosa Blary*  
(Notary Public - Printed or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Article of Incorporation LOAC CORP.

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State Of FLORIDA

County Of DADE

On Sept 30, 1996, JOSE M. BRANCO, designated above as the individuals who shall serve as the corporation's initial directors and who are personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LOAC CORP.

Ivonne Rosa Blary  
Notary Public



IVONNE ROSA BLARY  
My Commission CC493344  
Expires Sep. 07, 1998

Ivonne Rosa Blary  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

State Of FLORIDA

County Of DADE

On Oct 17, 1996, GILMAR LINDNER, designated above as the individuals who shall serve as the corporation's initial directors and who are personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LOAC CORP.

Ivonne Rosa Blary  
Notary Public



IVONNE ROSA BLARY  
My Commission CC493344  
Expires Sep. 07, 1998

Ivonne Rosa Blary  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

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I hereby accept my designation as resident agent and agree to serve as the resident agent of LOAC CORP. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LOAC CORP.

*Eduardo Acevedo*

EDUARDO ACEVEDO - Registered Agent

FILED  
NOV 27 1996  
MOBILE ALA

State Of Alabama

County Of Mobile

On November 12, 1996, EDUARDO ACEVEDO, designated above as the individual who shall serve as the corporation's registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation OF LOAC CORP.

*Jacqueline P. Rankin*  
Notary Public

Jacqueline P. Rankin

(Notary Public - Printed Or Typed Name)

My Commission Expires 2/17/99

Commission Expiration Date & Commission Number:

(SEAL)

Article of Incorporation LOAC CORP.