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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.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: LAYASA INTERNATIONAL, INC.

AUDIT NUMBER.....H96000017643

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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NO. 154 002

From : HISPAN AMERICAN SERVICES

PHONE No. : 6406400

Dec. 16 1996 3:44PM P01

H96000017643

ARTICLES OF INCORPORATION

OF

LAYASA INTERNATIONAL, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LAYASA INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

15781 SW 106 TERRACE # 19-202
MIAMI, FL. 33196

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000) AT \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

LUIS ALBERTO ZAMBRANO
15781 SW 106 TERRACE #19-202
MIAMI, FL 33196

WILSON MARTILLO
15781 SW 106 TERRACE #19-202
MIAMI, FL 33196

MARITZA AYOUB DE ZAMBRANO
15781 SW 106 TERRACE # 19-202
MIAMI, FL 33196

Prepared by:

Hispan-American Services, Inc.
1000 W. Flagler St.
Miami, FL 33135. (305) 649-9702

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NO.154 D03

From : HISPAW AMERICAN SERVICES

PHONE No. : 6496400

Dec. 16 1996 3:46PM P03

H96000017643

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

LUIS ALBERTO ZAMBRANO
15781 SW 106 TERRACE # 19-202
MIAMI, FL 33196

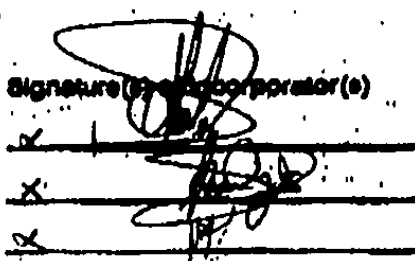
WILSON MARTILLO
15781 SW 106 TERRACE #19-202
MIAMI, FL 33196

MARIO AYOUB T.
ILANOS #601/B Y VICTOR EMILIO ESTRADA
CIUDADELA URDOSA, GUAYAQUIL, ECUADOR

MARITZA AYOUB DE ZAMBRANO
15781 SW 106 TERRACE #19-202
MIAMI, FL 33196

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 27 day of NOVEMBER, 19 96

Signature of Incorporator(s)



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NO.154 D04

From : HISPAN AMERICAN SERVICES

PHONE No. : 6496400

Dec. 16 1996 3:43PM P02

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LAYASA INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

WILSON MARTILLO /15781 SW 106 TERRACE #19-202
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33196

(CITY/STATE/ZIP)

SIGNATURE LUIS ZAPRANO
(corporate officer)

TITLE PRESIDENT

DATE 11/27/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE LUIS ZAPRANO

DATE 11/27/96

REGISTERED AGENT FILING FEE:

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