

P96000102334

MONTERO, FINIZIO, VELASQUEZ AND WEISSING, P.A.

200 SOUTHEAST NINTH STREET
FORT LAUDERDALE, FLORIDA 33316

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Rose J. Spano

Abraham I. Harkavy**

of Counsel

*Member of Florida
and Illinois Bar

**Admitted in
New Jersey

EFFECTIVE DATE
12-12-96

66 WEST FLAGLER STREET
6TH FLOOR, CONCORD BLDG.
MIAMI, FLORIDA 33130

BY APPOINTMENT ONLY

5200 TOWN CENTER CIRCLE
SUITE 301

BOCA RATON, FLORIDA 33486

BY APPOINTMENT ONLY

CALLE 95 NO. 11-51 #203

BOGOTA, COLOMBIA, S.A.

TEL. 6161005 or 9491020

BY APPOINTMENT ONLY

PLEASE REPLY TO

FT. LAUDERDALE OFFICE

December 16, 1996

VIA FEDERAL EXPRESS

Secretary of State

State of Florida

Divisions of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

900002032649--3

-12/18/96-01073-016

***122.50 ***122.50

Re: Incorporation of SPAP, Inc.

Dear Sir or Madam:

Enclosed herewith please find two (2) original Articles of Incorporation for each corporation, along with our checks for filing some in the amount \$ 122.50. Please return one of the original in enclosed self-addressed envelope.

Thank you for your attention to this matter.

Yours truly

Ines M. Villalobos

Legal Assistant

For the Firm

CJR.93/iv

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 18 PM 12:21

FILED

ARTICLES OF INCORPORATION

OF

SPAF, INC.

FILED

96 DEC 18 PM 12: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SPAF, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, effective December 12, 1996.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

EFFECTIVE DATE
12-12-96

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316, and the name of the initial Registered Agent of the Corporation at that address is Carlos J. Reyes, Esq. of Montero, Finizio, Velasquez & Weissing, P.A..

ARTICLE VI

INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 10973 SW 37 Manor, Davie, FL 33328.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director(s) to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

NAME

STEVE DISALVO

ADDRESS

10973 SW 37 MANOR
DAVIE, FL 33328

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

CARLOS J. REYES, ESQ.
MONTERO, FINIZIO, VELASQUEZ & WEISSING, P.A.
200 S.E. 9TH STREET
FORT LAUDERDALE, FL 33316

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation can be made.

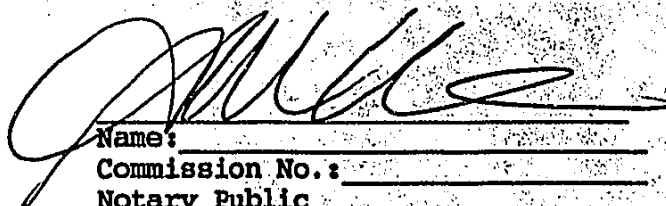
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 12th day of December, 1996.


CARLOS J. REYES
Incorporator

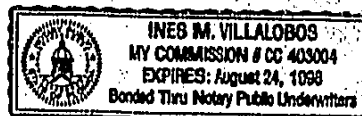
STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take
acknowledgements in the State and County set forth above,
personally appeared CARLOS J. REYES, known to be and known by me to
be the person who executed the foregoing Articles of Incorporation,
and he acknowledged before me that he executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 12 day
of December, 1996.


Name: _____
Commission No.: _____
Notary Public
State of Florida at Large

My commission Expires:

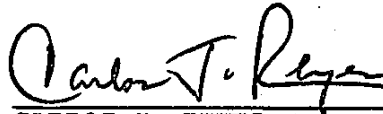


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of SPAF, INC., as made in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: 12-12-96

By:



CARLOS J. REYES
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

FILED

96 DEC 18 PM 12:21

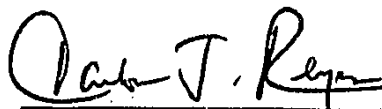
SECRETARY OF STATE
SERVED IN ASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That SPAF, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named Carlos J. Reyes, of 200 S.E. 9th Street, Fort Lauderdale, Florida 33316, as agent to receive service of process within this State.

ACKNOWLEDGEMENT:

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.



CARLOS J. REYES

ARTINC.