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ARTICLES OF INCORPORATION
OF

COMENCA U.S.A. Exports Corporation

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is COMENCA U.S.A. Exports Corporation, with principal place of business at: 888 Brickell Key Drive, One Tequesta Point, # 2012, Miami, Florida 33132

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, if they are filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The Maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$ 1.00 per share.

Prepared By: Jose I. Perez, Esq. (FBN 339784)
2000 South Dixie Highway, Suite 100-D, Miami, Florida 33133

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(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2000 South Dixie Highway, Suite 100-D Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is Jose I. Perez, MBO.

Article VI

Directors

(a) Number. This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director(s). The name(s) and street address(es) of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Address</u>
Moises Gabriel Cohenca	Colon 536, Oficina # 7, Asuncion, Paraguay.

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. the board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

Bylaws

The initial by laws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporators

The name and street address of the incorporator of this corporation is:

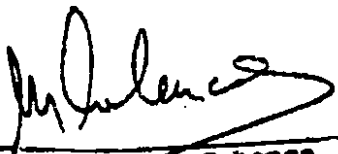
Name: Moises Gabriel Cohenca; Address: Colon 536, Oficina # 7,
Asuncion, Paraguay.

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23rd day of December, 1996



Moises Gabriel Cohenca

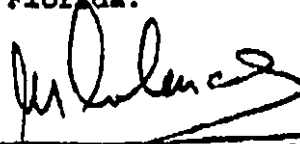
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

COHENCA U.S.A. Exports Corporation, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida, has named Jose I. Perez, Esquire, located at Grove 2000 Building, 2000 South Dixie Highway, Suite 100-D, Miami, Florida 33133 as its agent to accept service of process within Florida.



Moises Gabriel COHENCA
Incorporator

Dated: December 23rd, 1996.

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.



Registered Agent

Dated: December 23rd, 1996.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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