

# INTERNATIONAL ACCOUNTING SYSTEM

ACCOUNTANTS AND TAX CONSULTANTS  
ADMINISTRATIVE AND LEGAL SERVICES  
COMPUTER SYSTEM SERVICES

FILED  
97 JAN -6 AM 11:52  
TALLAHASSEE, FLORIDA

P9 7 00000 2979

EFFECTIVE DATE

1-2-97

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-01/07/97--01026--003

\*\*\*122.50 \*\*\*122.50

DEPARTMENT OF STATE  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Enclose please find the articles of Incorporation  
for: ANDEL CAPITAL INVESTMENT CORP.

(original and one copy) as well a check for the amount  
of \$ 122.50 for corresponding fees as follows:

Profits Corporation Filing Fees  
Certified Copy  
Registered Agent Designation.

Please for any question for this corporation, do not  
hesitate to contact us by phone.

Sincerely

Jose M. Viana

JMV/me  
Enclose.

A 040000R

JAN 13 1997

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE  
1-2-97

ANDEL CAPITAL INVESTMENT CORP

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the STATE OF FLORIDA.

ARTICLE I - NAME:

The name of this corporation is:

ANDEL CAPITAL INVESTMENT CORP

ARTICLE II - NATURE OF THE BUSINESS:

This corporation may engage in any activity of business permitted under the laws of the United States, any State or any foreign country.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE:

The existence of this corporation shall commence on the 2nd day of January, 1997, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - CAPITAL STOCK:

The capital stock of this corporation shall be ONE THOUSAND  
COMMON STOCKS AT \$ 20.00 PAR VALUE.-----.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors at a meeting called for such purposes.

ARTICLE V - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS:

The streed address of the initial principal office of this corporation is: 6850 SW 4th Street, Miami, Fl. 33144

The initial principal office or mailing address may be changed

by a majority of the members of the board of directors present at a validly convened meeting.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The business of this corporation shall be conducted by a BOARD OF DIRECTORS of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders nor residents of Florida. The initial Directors of this corporation shall be:

DELIA R. CORP  
EDITH L. LAZO-STREMANOS

ARTICLE VII - SUBSCRIBERS:

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

DELIA R. CORP  
6850 SW 4th Street, Miami, Fl. 33144

ARTICLE VIII - BY LAWS:

The power to adopt, alter, amend, or repeal bylaws shall be vested in the stockholders.

ARTICLE IX - INDEMNIFICATION:

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE X - AMENDMENT:

In the Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of the Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 30th day of December, 1996.

Delia R. Corp

DELIA R. CORP

STATE OF FLORIDA

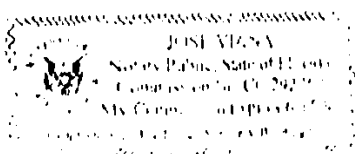
COUNTY OF DADE } SS:

BEFORE ME, the undersigned authority, personally appeared

Mrs. DELIA R. CORP  
who is personally known to me, and who presented current identifications.

and who executed and subscribed the foregoing Articles of Incorporation, and acknowledged before me, that executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 30th, days of December, 1996



NOTARY PUBLIC, State of Florida  
at Large. JOSE VIANA.

CERTIFICATE - REGISTERED AGENT

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:

FIRST-- THAT ANDEL CAPITAL INVESTMENT CORP  
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  
DELIA R. CORP  
LOCATED AT 6850 SW 4th Street, Miami, Fl. 33144  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND-- THAT DELIA R. CORP  
PRINCIPAL OF BUSINESS AND ITS REGISTERED OFFICE ARE  
LOCATED AT 6850 SW 4th Street, Miami, Fl. 33144

By: Delia R. Corp  
Delia R. Corp  
Registered Agent

By: Delia R. Corp  
Subscriber -President

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TALLAHASSEE, FLORIDA

Date:

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 PRO-  
PER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: Delia R. Corp  
Delia R. Corp.  
Registered Agent

DATE: December 30th, 1996.