

P970000010628

1:25

PUBLIC ACCESS SYSTEM  
ELECTRONIC BILLING COVER SHEET

((H97000001949 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: BOUTSINA INTERNATIONAL, INC.

AUDIT NUMBER.....H97000001949

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

EFFECTIVE DATE

1-30-97

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:07:07

RECEIVED

97 FEB -3 PM 2:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 FEB -3 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4975349  
2/3/97

H97000001949

FILED

97 FEB -3 PM 3: 28

**BOUTSINA INTERNATIONAL, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**THE UNDERSIGNED**, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is **BOUTSINA INTERNATIONAL, INC.**

**EFFECTIVE DATE**  
1-30-97

2. The term for which the corporation is to exist is perpetual.

3. The general nature of the business shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the state of Florida.

4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is one thousand (1000) shares of common stock having a par value of one dollar (\$1.00) each.

5. The initial principal offices of the corporation shall be located at 3789 NW 46th Street, Hialeah, FL.

6. The initial Board of Directors shall comprised of Jorge Grunglasse and Teresa Garcea Grunglasse members. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The names and address of the initial Directors are:

<u>Name</u>	<u>Address</u>
Jorge Grunglasse	3789 NW 46th Street, Hialeah, FL
Teresa Garcea Grunglasse	3789 NW 46th Street, Hialeah, FL

PEDRO A. COFINO, ESQ.  
407 Lincoln Rd. # 2B  
Miami Bch., FL 33139  
(305) 531.8111  
FBN. 323918

H97000001949

H97 00 0001 949

The name and address of the incorporators hereof are:

Name	Address
Jorge Grunglasse	3789 NW 46th Street, Hialeah, FL
Teresa Garcea Grunglasse	3789 NW 46th Street, Hialeah, FL

8. The formation of the Corporation shall be effective as of the date of the execution and acknowledgement hereof.

9. With respect to all shares of stock of the Corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefor, shall have the pre-emptive right to purchase his pro rate share thereof ( as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

10. The following incorporators shall be entitled to their corresponding votes and number of shares of the corporation herein, to wit:

Jorge Grunglasse 3789 NW 46th Street, Hialeah, FL 500 shares.

Teresa Garcea Grunglasse 3789 NW 46th Street, Hialeah, FL . 500 shares.

11. Shareholder may dispose of their stock in the corporation, or incumbered stock, only under the conditions expressed herein on the Articles of Incorporation.

12. In the absence of a mutual agreement by and between the stockholders, the respective shareholder desiring to incumber or dispose of the stock shall offer to sell all of his or her stock to the corporation in the following manner. He/she shall inform the corporation of his/her intent to sell by registered mail to the corporation and to the other shareholder and, within fifteen (15) days of the receipt of said notice by the corporation, the sale shall take place and the corporation

H97000001949

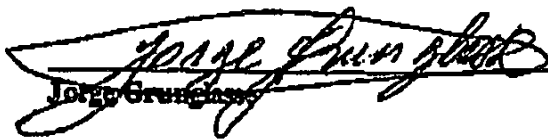
shall purchase the stock either by agreement of the parties or in accordance with the requirements below.

13. Under no circumstance shall any of the stockholders be able to sell their respective shares to any third party.

14. This articles shall be binding upon the parties hereto, their heirs, successors, assigns, and legal representatives.

IN WITNESS WHEREOF, the undersigned has hereunto set his had and seal this

30 day of Jan., 1997.

  
Jorge Grunglasse

  
Teresa Garces Grunglasse

Prepared by: Pedro A. Coffin, Esq.

6077 Lincoln Road, Suite 2B, Miami Beach, Florida/ Florida Bar No.: 373918

H97000001949

H97000001949

FILED

97 FEB -3 PM 3:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BOUTSINA INTERNATIONAL, INC.

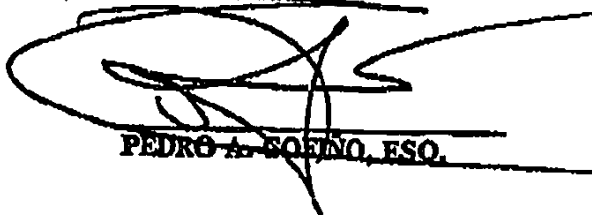
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE VERIFIED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, BOUTSINA INTERNATIONAL, INC., the laws of desiring to organize under the State of Florida , with its principal office at 3789 NW 46th Street, Hialeah, Florida , County of Dade , has named Pedro A. Cofiño, Esq., located at 407 Lincoln Road, Miami Beach, Suite 2B, Florida, County of Dade, State of Florida, as the agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service or process for the above stated people, at the place designated the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
PEDRO A. COFIÑO, ESQ.

H97000001949