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JORGE H VILLALOBOS

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FLORIDA DIVISION OF CORPORATIONS

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((H97000003371 6))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE

PHONE: (305) 867-8448

FAX #:

(305) 861-4414

NAME: ORINOCO, CORP.

AUDIT NUMBER.....H97000003371

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

CERT. OF STATUS..0

PAGES..... 3 (4)

CERT. COPIES.....0

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ORINOCO IS A PROPOER NAME. IT HAS NO ENGLISH TRANSLATION.

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B. REGISTER MAR 4 1997

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: ORINOCO, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1835 S.W. 3 Ave.
#2
Miami, Fl. 33129

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ana M. Tomasini
1835 S.W. 3 Ave.
#2
Miami, Fl. 33129

Prepared by:

Ana M. Tomasini
1835 S.W. 3 Ave.
#2
Miami, Fl. 33129
(305)859-7773

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ana M. Tomasini
1835 S.W. 3 Ave.
#2
Miami, Fl. 33129

Director & President.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

27 day of February, 19 97.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

ORINOCO, CORP.

(must include suffix)

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

Ana M. Tomasini

(NAME)

1835 S.W. 3 Ave. #2

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Fl. 33129

(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

2/27/97
(DATE)

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ARTICLES OF INCORPORATION

OF

SECPLAS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SecPlas, Inc. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 14427 N.W. 60 Avenue, Miami Lakes, Florida 33014.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 14427 N.W. 60 Avenue, City of Miami Lakes, County of Dade, State of Florida 33014, and the name of its initial registered agent at such office is Norman H. Cohan.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Norman H. Cohan
14427 N.W. 60 Avenue
Miami Lakes, Florida 33014

Enidio Gomez
14427 N.W. 60 Avenue
Miami Lakes, Florida 33014

Israel Vainstein
14427 N.W. 60 Avenue
Miami Lakes, Florida 33014

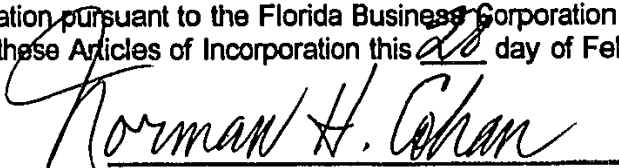
ARTICLE VII

The name of the Incorporator is Norman H. Cohan and the address of the Incorporator is 14427 N. W. 60 Avenue, Miami Lakes, Florida 33014.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20 day of February, 1997.


Norman H. Cohan, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SECPLAS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Norman H. Cohan, Registered Agent

Dated: February 28, 1997

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TALLAHASSEE, FLORIDA