

P97000024732

3-17-97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:30 PM

((H97000004612 21))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: S.P. AMERICAS, INC.  
AUDIT NUMBER.....H97000004612  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$78.75

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>:

EFFECTIVE DATE  
3-17-97

RECEIVED  
97 MAR 19 AM 7:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 MAR 19 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
3/19/97

H97000004612

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
S.P. Americas, Inc.

FILED  
97 MAR 19 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article II. Address

The mailing address of the Corporation is:  
S.P. Americas, Inc.  
80 SW 8th Street, Suite 2077  
Miami FL 33130

EFFECTIVE DATE  
3-17-97

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Fernando Escolar  
Alvaro Ramirez  
Guillermo Perez Montes

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130  
305-373-5802

H97000004612

H97000004612

Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 17, 1997

The undersigned incorporator executed these Articles of Incorporation on  
March 18, 1997

Juris Magister Corporate Services

By: 

Luis Agramunt President  
by L.A. Uriarte as attorney-in-fact

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130  
305-373-5802

H97000004612

H97000004012

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

FILED  
97 MAR 19 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

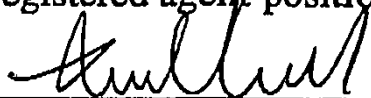
**CORPORATION:**

S.P. Americas, Inc.

**REGISTERED AGENT/OFFICE:**

Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Luis Agramunt  
by L.A. Uriarte as attorney-in-fact

Date: March 18, 1997

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130  
305-373-5802

H97000004612