

MARCH 18 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

100002117971--7
-03/19/97--01073--006
*****140.00 *****70.00

Re: Pasco USA INC.

Dear Sir/Madam:

Kindly find enclosed ARTICLES OF INCORPORATION executed for the above mention on March 18, 1997 for registration with your offices as a State of Florida Corporation. A duplicate executed copy is also enclosed for CERTIFICATION by your offices and return to the undersigned.

ESSENTIAL PROFESSIONAL SERVICES INC.
15970 W. STATE RD. 84
FT. LAUDERDALE, FL. 33326

We further enclose CERTIFICATE designating the RESIDENT AGENT, dated, as executed by the Corporate Officer and Resident Agent.

A check is enclosed in the amount of \$70.00 to the Florida Department of State for the following cost:

A) FILING FEE	\$ 35.00
B) RESIDENT AGENT DESIGNATION	<u>35.00</u>
	\$70.00

Thank you for prompt attention and interest.

Cordially Yours.

E. Salinas

E. SALINAS
ENCL.

FILED
97 MAR 19 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/25

ARTICLES OF INCORPORATION
OF
PASEO USA INC.

FILED
97 MAR 19 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **PASEO USA INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 9999 N.W. 89th AVENUE, MIAMI, FLORIDA 33178 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Evelyn Salinas
15970 West State Rd. 84
Ft. Lauderdale, Florida 33326

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President - JOSE LEGGEO	Vice President - RALPH ARTURO PEREZ
Secretary - OLVA DE CASTRO	Treasurer - ANTONIO MALAVE

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be :

**JOSE LEGGEO
RALPH ATRURO PEREZ
OLVA DE CASTRO
ANTONIO MALAVE**

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVENTY THOUSAND FIVE HUNDRED (7500)** shares of common stock, each share have the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock for time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is Essential Professional Services Inc., located at 15970 W. State Road 84, Ft. Lauderdale, Fl. 33326. The name and address of the registered agent of this Corporation is Essential Professional Services Inc., 15970 West State Road 84, Ft. Lauderdale, Fl. 33326.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, ore in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this March 18, 1997.

Evelyn Salinas
Evelyn Salinas, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Essential Professional Services Inc. having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Essential Professional Services, Inc.

By: Evelyn Salinas
Evelyn Salinas, President

STATE OF FLORIDA

BEFORE ME APPEARED EVELYN SALINAS KNOWN TO ME PERSONALLY
TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING OF
THIS INSTRUMENT AND ACKNOWLEDGED TO AND BEFORE ME.

EXECUTED SAID INSTRUMENT OF THE PURPOSE THEREIN EXPRESSED.
WITNESS MY HAND AND OFFICIAL SEAL, THIS 18TH DAY OF MARCH, 1997.

Karen Ryder
NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES



"OFFICIAL SEAL"
Karen Ryder
My Commission Expires 8/27/99
Commission #CG 491766

FILED
97 MAR 19 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA