

P97000029242

Francisco J. Ramos
291 Bal Bay Drive
Suite 101
Bal Harbour, Florida 33154
(305)865-7150

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 11:43

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

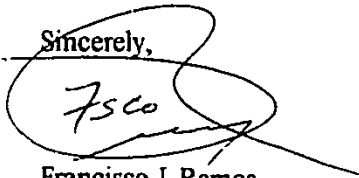
300002127089--8
-03/28/97--01076--015
***122.50 ***122.50

Gentlemen:

Please find enclosed the Articles of Incorporation for Ramtom Corporation and a check for \$122.50 to cover the filing fee and a certified copy of the articles.

Please return a copy of the certified articles after filing.

Sincerely,



Francisco J. Ramos

FJR/tt

DIVISION OF REVENUE
STATE OF FLORIDA
97 MAY 20 11:43

ARTICLES OF INCORPORATION OF RAMTOM CORPORATION

THE UNDERSIGNED SUBSCRIBED TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE RAMTOM CORPORATION.

9619 Fountaine Bleu Blvd.
Suite 519
Miami, Florida 33172

ARTICLE II - NATURE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND OF THE UNITED STATES OF AMERICA; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, OR CEMETERY COMPANY, A BUILDING AND LOAN ASSOCIATION, MUTUAL LIFE INSURANCE ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFITS SOCIETY, STATE FAIR OR EXPOSITION.

ARTICLE III - SHARES OF STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING PAR VALUE OF ONE DOLLAR (\$1.00) EACH.

ARTICLE IV - DURATION

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE, COMMENCING UPON THE FILING OF THESE ARTICLES WITH THE DEPARTMENT OF STATE.

ARTICLE V - REGISTERED OFFICE AND AGENTS

THE ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE

ARTICLE VI - RESIDENT AGENT

PURSUANT TO THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS THE DESIGNATION OF THE RESIDENT AGENT ON WHOM SERVICE OF PROCESS MAY BE MADE:

Alberto Tomasini

9619 Fountaine Bleau Blvd.
Suite 519
Miami, Florida 33172

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS WHO SHALL HOLD OFFICE UNTIL HIS SUCCESSORS ARE ELECTED AND QUALIFIED, IS AS FOLLOWS:

Francisco J. Ramos

291 Bal Bay Dr
Suite 101
Bal Harbour, Florida 33154

Alberto Tomasini

9619 Fountaine Bleau Blvd.
Suite 519
Miami, Florida 33172

ARTICLE IX - INCORPORATORS

THE NAME (S) AND ADDRESS(S) OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION AS INCORPORATOR(S) IS:

NAME

ADDRESS

Francisco J. Ramos

291 Bal Bay Dr
Suite 101
Bal Harbour, Florida 33154

Alberto Tomasini

9619 Fountaine Bleau Blvd.
Suite 519
Miami, Florida 33172

ARTICLE X - AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE

THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XI - REGULATION OF BUSINESS

THE FOLLOWING ADDITIONAL PROVISIONS ARE INSERTED FOR THE MANAGEMENT OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND TO CREATE, DEFINE, LIMIT, AND REGULATE THE POWERS OF THE CORPORATION, AND THE SHAREHOLDERS:

A. IF THE BY-LAWS OF THE CORPORATION SO PROVIDE, ANY MEETING OR THE SHAREHOLDERS MAY BE HELD EITHER WITHIN OR WITHOUT THE STATE OF FLORIDA AND THE BOOKS AND RECORDS OF THE CORPORATION MAY BE KEPT AT SUCH PLACE OR PLACES OUTSIDE THE STATE OF FLORIDA AS MAY BE DESIGNATED, AT ANY TIME, OR FROM TIME TO TIME, BY THE SHAREHOLDERS, UNLESS OTHERWISE PROVIDED BY THE LAWS OF FLORIDA.

B. NO CONTACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS SHAREHOLDERS, OR ANY OTHER CORPORATION, FIRM, ASSOCIATION OR ENTITY IN WHICH ONE OR MORE OF ITS SHAREHOLDERS ARE DIRECTORS OR OFFICERS, OR FINANCIALLY INTERESTED, SHALL BE EITHER VOID OR VOIDABLE BECAUSE OF SUCH RELATIONSHIP OR INTEREST OR BECAUSE SUCH SHAREHOLDERS ARE PRESENT AT THE MEETING WHICH AUTHORIZES, APPROVES, OR RATIFIES SUCH CONTRACT OR TRANSACTION, OR BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE IF:

THE FACT OF SUCH RELATIONSHIP OR INTEREST IS DISCLOSED OR KNOWN TO THE SHAREHOLDERS WHICH AUTHORIZE, APPROVE OR RATIFY THE CONTRACT OR TRANSACTION BY A VOTE OR CONSENT SUFFICIENT FOR THE PURPOSE WITHOUT COUNTING THE VOTES OR CONSENTS OF SUCH INTERESTED SHAREHOLDERS; OR

THE FACT OF SUCH RELATIONSHIP OR INTEREST IS DISCLOSED OR KNOWN TO THE SHAREHOLDERS ENTITLED TO VOTE AND THEY AUTHORIZE, APPROVE OR RATIFY SUCH CONTRACT OR TRANSACTION BY VOTE OR WRITTEN CONSENT; OR

THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE AS TO THE CORPORATION AT THE TIME IT IS AUTHORIZED BY THE SHAREHOLDERS.

SUCH COMMON OR INTERESTED SHAREHOLDERS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE SHAREHOLDERS WHICH AUTHORIZES.

C. THE STOCK IN THE CORPORATION IS ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

D. IN THE EVENT A CERTIFICATE OF STOCK IS LOST, STOLEN OR DESTROYED, THE CORPORATION MAY ISSUE A REPLACEMENT CERTIFICATE WITHOUT REQUIRING THE SURRENDER OF THE CERTIFICATE FOR CANCELLATION, PROVIDED THAT THE SHAREHOLDER IN WHOSE NAME THE CERTIFICATE WAS REGISTERED SHALL PROVIDE AN AFFIDAVIT SETTING FORTH THE CIRCUMSTANCES UNDER WHICH SUCH CERTIFICATE WAS LOST, STOLEN OR DESTROYED, AND PROVIDED SAID SHAREHOLDER AGREES IN WRITING TO INDEMNIFY AND HOLD THE CORPORATION HARMLESS FROM AND AGAINST ANY AND ALL CLAIMS, ACTIONS, AND SUITS, WHETHER GROUNDLESS OR OTHERWISE, AND FROM AND AGAINST ANY AND ALL LIABILITIES, LOSSES, DAMAGES, COSTS, CHARGES, COUNSEL FEES, AND OTHER EXPENSES, OF EVERY NATURE AND CHARACTER, WHICH THE CORPORATION AT ANY TIME SHALL OR MAY SUSTAIN OR INCUR BY REASON OF ANY CLAIM OR DEMAND WHICH MAY BE MADE AS A RESULT OF THE ISSUANCE OF SUCH NEW CERTIFICATE.

E. THE CORPORATION AND THE HOLDERS OF A MAJORITY OR MORE OF THE SHARES OF THE CORPORATION SHALL HAVE THE POWER TO ENTER INTO AN AGREEMENT RESTRICTING OR LIMITING THE SALE, TRANSFER, ASSIGNMENT, PLEDGE, OR HYPOTHECATION OF THE SHARES OF THE CORPORATION OR ANY PART THEREOF. IF AT ANY TIME THE HOLDERS OF A MAJORITY OR MORE OF THE SHARES OF THE CORPORATION SHALL ENTER INTO AN AGREEMENT RESTRICTING OR LIMITING THE SALE, TRANSFER, ASSIGNMENT, PLEDGE OR HYPOTHECATION OF THE SHARES OF THE CORPORATION OR ANY PART THEREOF TO WHICH AGREEMENT THE CORPORATION SHALL BECOME A PARTY, THE CORPORATION SHALL THEREUPON OBSERVE AND CARRY OUT ON ITS PART THE TERMS OF ANY SUCH AGREEMENT AND SHALL REFUSE TO RECOGNIZE ANY SALE TRANSFER, ASSIGNMENT, PLEDGE OR HYPOTHECATION OF ANY OF THE SHARES COVERED BY SUCH AGREEMENT, UNLESS THE SAME BE IN CONFORMITY WITH THE TERMS AND CONDITIONS OF SUCH AGREEMENT PROVIDE THAT A COPY OF SUCH AGREEMENT BE FILED IN THE PRINCIPAL OFFICE OF THE CORPORATION, AND PROVIDED FURTHER THAT NOTICE OF THE EXISTENCE OF SUCH PROVISION BE NOTED CONSPICUOUSLY ON FACE OR BACK OF EACH AND EVERY CERTIFICARE OF SHARES SUBJECT TO TERMS AND CONDITIONS OF ANY SUCH AGREEMENT.

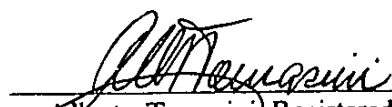
F. THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY OR ALL OF THE PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, IN THE MANNER NOW OR THEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

ARTICLE XII - PRE-EMPTIVE RIGHT

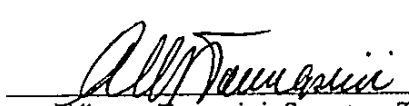
EVERY STOCKHOLDER SHALL ON THE SALE FOR CASH OF ANY NEW STOCK OF THE SAME CLASS AS THAT WHICH HE ALREADY HOLDS, HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL ON THIS 24 DAY OF MARCH, 1997.


Alberto Tomasini, Registered Agent

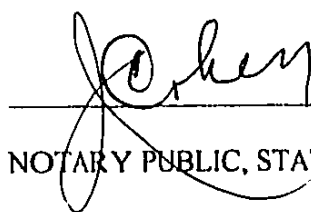

Francisco J. Ramos, President


Alberto Tomasini, Secretary Treasurer

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, FRANCISCO RAMOS, AND ALBERTO TOMASINI WELL KNOWN TO ME TO BE THE PERSON WHO SUBSCRIBED TO THESE ARTICLES OF INCORPORATION, WHO, AFTER BEING DULY SWORN, ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN EXPRESSED.

SWORN TO AND SUBSCRIBED BEFORE ME, THIS 24 DAY OF MARCH, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
J. COHEN