

P97000036556

4/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:31 PM

((H97000006617 9))

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: FENIX EXPORT-IMPORT & REPRESENTATIONS CO.

AUDIT NUMBER.....H97000006617

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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: 00:05:24

FILED

97 APR 23 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 4/24/97

H97000006617.

(5)

ARTICLES OF INCORPORATION

OF

FENIX EXPORT-IMPORT & REPRESENTATIONS CO.

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

ARTICLE I

NAME

The name of the corporation is Fenix Export-Import & Representations Co. (hereinafter called the "Corporation").

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business that Corporations may transact under Chapter 607, Florida Statutes.

ARTICLE III

DURATION OF THE BUSINESS

The duration of this Corporation is perpetual or until dissolved.

ARTICLE IV

PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation is: 10030 S.W. 146th Street, Miami, Florida 33186.

Inger M. Garcia, Esq.
155 S. Miami Avenue, PH1
Miami, Florida 33130
(305) 759-0732
Florida Bar No. Pending

H97000006617.

1

FILED
97 APR 23 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000006617.

ARTICLE V

CAPITAL STOCK

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$ 1.00	Common

ARTICLE VI

Special Meeting

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 all votes entitled to be cast 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 VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's initial registered office in the State of Florida is 155 S. Miami Avenue; PH1, Miami, Florida 33130, and the name of its initial registered agent is Inger M. Garcia, Esq.

ARTICLE VIII

BOARD OF DIRECTORS

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

H97000006617.

H97000006617.

directors constituting the initial Board of Directors is One, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until his successor is duly elected and qualified are:

Jorge Aurelio Zagarra
10030 S.W. 146 Place
Miami, Florida 33186

ARTICLE IX

INCORPORATOR

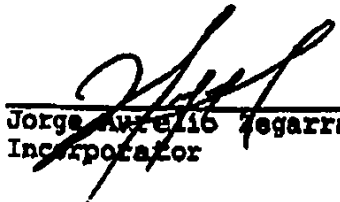
The name and address of the incorporator to these Articles of Incorporation is Jorge Aurelio Zagarra, 10030 S.W. 146 Place, Miami, Florida 33186.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its Corporate Officers and Directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS THEREOF, the undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed and executed these Articles of Incorporation this 22th day of April, 1997.



Jorge Aurelio Zagarra
Incorporator

3
H97000006617.

H97000006617.

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Fenix Export-Import & Representations Co.

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

Inger M. Garcia, Esq.
155 S. Miami Avenue; PH1
Miami, Florida 33130

The undersigned, having been named as the registered agent and to accept service of process for Fenix Export-Import & Representations Co. at the place designated in this certificate, hereby accepts the appointment and designation as registered agent and agrees to act in this capacity. The undersigned is familiar with, and accepts the obligations of such position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent.


Inger M. Garcia, Esq.
Registered Agent

4/22/97
Date

FILED
97 APR 23 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000006617.