

P97000039441

LAW OFFICES
MACIA & MACIA
848 BRICKELL AVENUE
SUITE 601
MIAMI, FLORIDA 33131
—
(305) 372-1888
FAX (305) 372-5901

April 28, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

5.000002 18.0785--2
-04. 30.57--01035--013
** 122.50 ***122.50

Re: Premasa International Export, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of Premasa International Export, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Department of State. Please send me a certified copy of the Articles of Incorporation as soon as possible.

Thank you for your attention to this matter.

Sincerely,


Alberto A. Macia

FILED
97 APR 30 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nl 5/2/97

**ARTICLES OF INCORPORATION
OF
PREMASA INTERNATIONAL EXPORT, INC.**

FILED
97 APR 30 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of the Corporation is Premasa International Export, Inc.

ARTICLE 2. ADDRESS

The address of the principal office of the Corporation, and the mailing address of the Corporation, is 260 Crandon Boulevard, Suite 32-144, Key Biscayne, Florida 33149.

ARTICLE 3. COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State.

ARTICLE 4. PURPOSE

The Corporation is organized for the purpose of engaging in and transacting any and all lawful business.

ARTICLE 5. SHARES

The aggregate number of shares that the Corporation is authorized to issue is one hundred (100) shares. Such shares: (i) shall be of a single class, which shall be called common shares; (ii) shall have a par value of one cent (\$0.01) per share; (iii) shall have unlimited voting rights; and (iv) shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE 6. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights pursuant to Section 607.0630 of the Florida Statutes.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation, and the name of the initial Registered Agent of the Corporation at that office, is:

<u>Name</u>	<u>Address</u>
Francisco Mayorga Licona	260 Crandon Boulevard, Suite 32-144 Key Biscayne, Florida 33149

ARTICLE 8. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) person. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but the number of Directors shall never be less than one (1). The name and address of each initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Francisco Mayorga Licona	260 Crandon Boulevard, 32-144 Key Biscayne, Florida 33149

ARTICLE 9. RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors of the Corporation shall have the right to be a Director of the Corporation as long as that Director is a Shareholder of the Corporation. By acquiring shares in the Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors to the Board of Directors as long as that Director is a Shareholder of the Corporation. Despite Article 13, this Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE 10. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Name

Address

Francisco Mayorga Licona

260 Crandon Boulevard, Suite 32-144
Key Biscayne, Florida 33149

ARTICLE 11. BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 12. INDEMNIFICATION

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent permitted by law, including but not limited to Section 607.0850 of the Florida Statutes.

ARTICLE 13. AMENDMENT

These Articles of Incorporation, and any amendments thereto, may be amended pursuant to Sections 607.1002 and 607.1003 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator, Francisco Mayorga Licona, has executed these Articles of Incorporation on this 28th day of April 1997.

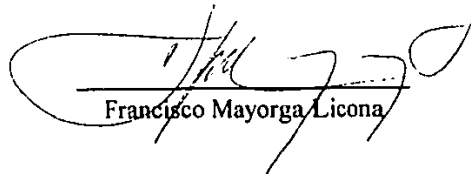


Francisco Mayorga Licona,
Incorporator

**ACCEPTANCE OF DESIGNATION
AS
REGISTERED AGENT**

I, Francisco Mayorga Licona, having been designated as Registered Agent for the Corporation and to accept service of process for the Corporation at the address designated in Article 7, hereby accept the appointment as Registered Agent and agree to act in that capacity. I am familiar with, and accept, the obligations of my position as Registered Agent, and I agree to comply with all laws relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of April 1997.


Francisco Mayorga Licona

FILED
97 APR 30 PM 2:14
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA