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GEORGE H VILLALBA

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
, ELECTRONIC FILING COVER SHEET

((H97000007976 8))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: GRUPO ODRIX, INC.

AUDIT NUMBER.....H97000007976

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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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>:

The English Translation is THE ODRIX, INC.

FILED
97 MAY 14 AM 9:20
TALLAHASSEE, FLORIDA

811 5/15/97

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: GRUPO ODRIX, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

900 West Ave.
#1505
Miami Beach, FL 33139

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jose R. Bandez
900 West Ave.
#1505
Miami Beach, FL 33139

Prepared by:

Jose R. Bandez
900 West Ave.
#1505
Miami Beach, FL 33139
(305) 534-4478

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Thairy Quintana
900 West Ave.
#1505
Miami Beach, Fl. 33139

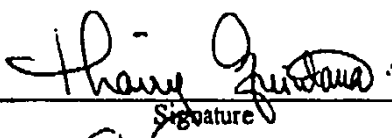
Director.

Jose R. Bander
900 West Ave.
#1505
Miami Beach, Fl. 33139


Director

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

14 day of May, 19 97



Signature



Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

GRUPO ODRIX, INC.
(must include suffix)

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

Jose R. Bander
(NAME)

900 West Ave. #1505
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami Beach, Fl. 33139
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

5-14-97
(DATE)

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