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URSULA GONZALEZ,
10702 S.W. 7 ST., APT. 1
MIAMI, FL 33172
PHONE NO. 553 8502

MEMO

TO : SECRETARY OF STATE

FROM: URSULA GONZALEZ

DATE : June 10, 1997

RE : SOLMAN INT'L. TRADING, INC.

400002210674--0
-06/12/97--01114--006
****122.50 ****122.50

Please file this corporation, I have enclosed my check in the amount of \$122.50 as and for your fees and a pre-paid return Express Mail envelope for the return of the Certified Copy.

Thank you.

Ursula Gonzalez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 1:12

Ursula Gonzalez
AUTHORIZATION BY PHONE TO
CORRECT Signature
DATE 6-14-97
DOC. ID. 425

6-13-97
WJS

**ARTICLES OF INCORPORATION
OF
SOLMAN INT'L. TRADING, INC.**

FILED
SECRETARY OF CORPORATIONS
DIVISION
97 JUN 12 PM 1:53

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOLMAN INT'L. TRADING, INC., The address of the principal office of this corporation shall be 1611 Cortez St., Coral Gables, FL 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of Importing/Exporting duly licensed under the laws of the State of Florida. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is Carolina Soler, 1611 Cortez St., Coral Gables, FL 33134.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are selected or appointed are:

Jorge Soler	1611 Cortez St.
President	Coral Gables, FL 33134

Antonio Manresa	Palmas 805, Apt. 1102
Vice President	Lomas de Chapultepec 11000
	Mexico, D.F.

Jorge Soler	1611 Cortez St.
Treasurer	Coral Gables, FL 33134

Carolina Soler	1611 Cortez St.
Secretary	Coral Gables, FL 33134

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at Coral Gables, Florida, on the 3d day of June, 1997.

Witness

Witness

JORGE SOLER
President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 3:43

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.

First that, SOLMAN INT'L. TRADING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named, Carolina Soler, located at 1611 Cortez St., Coral Gables, FL 33134, County of Dade.

State of Florida, as its agent to accept service of process within this state.


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.



Witness



Witness



Carolina Soler