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PABLO E. LENSE

ATTORNEY AT LAW

7103 S.W. 102nd AVENUE

SUITE B

MIAMI, FLORIDA 33173

FILED

97 JUN 16 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PABLO E. LENSE

TELEPHONE

(305) 273-8778

TELECOPIER

(305) 273-0083

June 10, 1997

Division of Corporation
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Hi-Lights International Corporation

600002212596--1

-06/16/97--01035--016

***122.50 ***122.50

Dear Sir/Madam:

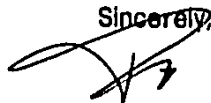
Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for HI-LIGHTS INTERNATIONAL CORPORATION, as well as, is our \$122.50 check for the following:

Certified Copy	52.50
Registered Agent Designation	35.00
Filing Fee	35.00
TOTAL	\$ 122.50

Upon your receipt and filing of the documents, please send me a certified copy of the Articles of Incorporation.

Thank you for your prompt attention in this matter.

Sincerely,



PABLO E. LENSE

PEL\ko
Enclosure

cc: Hi-Lights International Corp.

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PH
6/17/97

**ARTICLES OF INCORPORATION
OF
HI-LIGHTS INTERNATIONAL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is HI-LIGHTS INTERNATIONAL CORPORATION

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is Two Hundred and Forty-Five Thousand (245,000), all of which shall be common stock having a par value of Twenty Dollars (\$20.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

4320 NW 72nd Avenue
Miami, Florida 33166

The name of the registered agent at such address is:

PEDRO M. AROCHA

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

4320 NW 72nd Avenue
Miami, Florida 33166

ARTICLES VIII
DIRECTORS

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
PEDRO M. AROCHA	1141 SW 84 th Court Miami, FL 33144
PABLO AROCHA (Chairman of the Board)	9351 Fontainebleau Blvd., Apt. B 119 Miami, FL 33172
JULIA SALAS	12455 SW 31 st St. Miami, FL 33157

ANNETTE AROCHA	11036 NW 4 th Terrace Miami, FL 33172
GERARD CARRERAS	4848 SW 136 th Place Miami, FL 33175
ALEX BAZZE	510 NW 86 th Place Miami, FL 33126
MIKE BEN DAVID	3400 NE 192 nd Street Apt. 511 Aventura, FL 33180
MARIA O. MEDRANO	11330 SW 28 th Street Miami, FL 33165
ANDRES RODRIGUEZ	12267 SW 20 th Terrace Miami, FL 33175
CARLOS PALACIO	2436 SW 112 th Avenue Miami, FL 33165
BRIDGET DePASS	8288 NW 195 th Terrace Miami, FL 33015

ARTICLES IX
INCORPORATOR

The name and address of the incorporator is :

<u>NAME</u>	<u>ADDRESS</u>
PEDRO M. AROCHA	1141 SW 84 th Court Miami, FL 33144

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

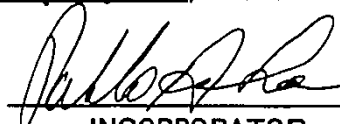
ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLES XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing referred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of JUNE, 1997.



PEDRO AROCHA
INCORPORATOR


STATE OF FLORIDA:

: ss

COUNTY OF DADE :

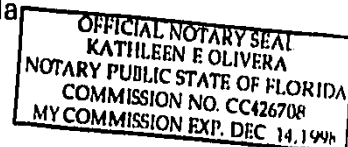
ON THIS 10 day of June, 1997, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared PEDRO M. AROCHA, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.



Notary Public, State of Florida

My Commission Expires:



CORPORATE OFFICERS

PEDRO M. AROCHA - President	1141 SW 84th Court Miami, FL 33144
BALS L. LOPEZ - Vice President	900 SW 104th Court Miami FL 33174
MARIA O. MEDRANO - Treasurer	11330 SW 28th Street Miami, FL 33165
ANNETTE AROCHA - Secretary	11036 NW 4th Terrace Miami, FL 33172
LUIS E. DIAZ-PAEZ - Assistant Vice President	12455 SW 31st Street Miami, FL 33175
GERARD CARRERA - Assistant Treasurer	4848 SW 136th Place Miami, FL 33175

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
JUN 16 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT HI-LIGHTS INTERNATIONAL CORPORATION
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF

MIAMI, STATE OF FLORIDA, HAS NAMED PEDRO M. ARCOHA,
(NAME OF REGISTERED AGENT)

LOCATED AT: 4320 NW 72nd Ave., Miami, FL 33166

(STREET ADDRESS AND NAME OF BUILDING)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS.

SIGNATURE

Pedro M. Arcoha

TITLE

President
(CORPORATE OFFICER)

DATE

June 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVESTATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE

Pedro M. Arcoha
PEDRO M. AROCHA, REGISTERED AGENT

DATE

June 10, 1997