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Charter Number Only

VALIDATION ONLY

FILED
97 JUN 17 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/11/97--01004--017
****122.50 ****122.50

6/10/97

Nancy Fernandez
Requestor's Name

201 Sevilla Ave. #310
Address

Coral Gables, Fl. 33134
City State Zip Phone

305 #446-1958

CORPORATION(S) NAME

Olimar
~~Predevi~~ Corporation

Nancy Fernandez GAVE
AUTHORIZATION BY PHONE TO
CORRECT XX
DATE 6-17-97
INITIALS KR

(X) Profit
( ) NonProfit | ( ) Amendment | ( ) Merger

( ) Foreign | ( ) Dissolution | ( ) Mark

( ) Limited Partnership | ( ) Annual Report | ( ) Other
( ) Reinstatement | ( ) Reservation | ( ) Change of Registered Agent

(X) Certified Copy | ( ) Photo Copies | ( ) Certificate Under Seal

( ) Call When Ready | ( ) Call If Problem | ( ) After 4:30
(X) Walk In | ( ) Will Wait | (X) Pick Up | ( ) Mail Out

RECEIVED
97 JUN 11 AM 9:52
DIVISION OF CORPORATION

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

K.R. JUN 17 1997
W97-13673
K.R. JUN 11 1997

CR2E031 (R8-85)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

EMPIRE

TALLAHASSEE,

SUBJECT: PRODEVI CORPORATION
Ref. Number: W97000013673

We have received your document for PRODEVI CORPORATION and your check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE PERSON DESIGNATED AS INCORPORATOR IN THE DOCUMENT AND THE PERSON SIGNING AS INCORPORATOR MUST BE THE SAME.,

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 997A00031398

97 JUN 17 AM 10:51

ARTICLES OF INCORPORATION
OF
OLIMAR CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: OLIMAR CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

to carry on and conduct a general purchase and sale business; to distribute, deliver, purchase and sell goods, wares, merchandise, property, commodities and articles of commerce of every kind and description; to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature, export from and import into United States and its territories and possessions, and any and all foreign countries,as principal or agent, merchandise of every kind or nature and to engage in any lawful act or activity for which corporations may be organized under the law of the State of Florida.

97 JUN 17

b) To carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

c) To carry on its operations and conduct business in any State, in the District of Colombia, and in any territory, dependency or possession of the United States, and in any foreign country.

d) To such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promte the ineterests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be contrued as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporation organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of stock of $ 1.00 par value.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be no less than $ 1,000.00 dollars.

ARTICLE V

The initial post-office address of the principal office of this corporation in the State of Florida shall be the City of Pembroke Pines , County of Broward at 1100 N.W. 92nd. Avenue, Pembroke Pines, Florida 33024.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this Corporation shall be Gabriella Doris Cioli and the Registered Address shall be 1100 N.W. 92nd. Avenue, Pembroke Pines, Florida.

ARTICLE VIII

This Corporation shall have no less than one Directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

Jose Luis Dellepere Lacassagne

ARTICLE X

The Names and post-office addresses of the first officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Jose Luis Dellepere Lacassagne-1100 N.W.92 Avenue - President
Pembroke Pines, Florida 33024

Gabriella Doris Cioli · 1100 N.W. 92 Avenue- Secretary
Pembroke Pines, Florida 33024

Catalina Elena Dellepere - 1100 N.W. 92 Avenue- Treasurer
Pembroke Pines, Florida 33024

ARTICLE XI

The names and post-office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

Distribuidora Sues Ltda. 510 shares

Guillermo Tell 1146, Colonia Suiza, Colonia, Uruguay

ARTICLE XII

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XIII

All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIV of this Certificate.

Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

Preemptive Rights: Every Shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 5th day of June, 1997.

DISTRIBUIDORA SUES Ltda.

Jose L Dellepere

JOSE LUIS DELLEPERE LACASSAGNE
GENERAL MANAGER

STATE OF FLORIDA

COUNTY OF DADE §§

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the above State and County to take acknowledgments, personally appeared

JOSE LUIS DELLEPERE LACASSAGNE

to me well known and known to me to be the persons described in and who executed these Articles of Incorporation, and they acknowledge before me that they subscribe to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, this 5th day of June, 1997. I relied upon the following as identification: FLA. Driver License D416-432-39-185-0

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutos, the following is submitted, in compliance with said Act:

First -- That OLIMAR CORPORATION qualified to do business under the laws of the State of Florida with its principal office at Broward County of Dade, State of Florida, has appointed Gabriella Doris Cioli 1100 N.W. 92 Avenue City of Pembroke Pines, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

REGISTERED AGENT

FILED
97 JUN 17 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA