

P97000053840

C.I.D.E.S.A., INC.
151 MAJORCA AVE. SUITE C
CORAL GABLES, FL 33134
Tel. (305) 444 8333
Fax. (305) 444 8334

June 12, 1997

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-06/17/97--01044--023
****122.50 ****122.50

Re: LASTRA USA CORPORATION

Dear Sirs:

We are enclosing the following:

- 1) Articles of Incorporation of the subject companies, duly executed
- 2) Check for \$122.50 covering:

Filing fee \$ 35.00

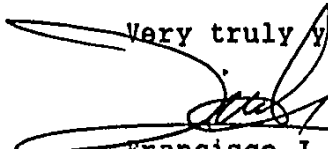
Certified copy 52.50

Registered Agent
Designation 35.00

\$122.50
=====

Thank you for your assistance.

Very truly yours,



Francisco J. Fernández

enc.(1)

D. BROWN JUN 18 1997

CERTIFICATE OF INCORPORATION

OF

LASTRA USA CORPORATION

The undersigned hereby subscribes this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be

LASTRA USA CORPORATION

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 10,000 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$10,000.00 (ten thousand and 00/100 dollars).

ARTICLE FIVE

This Corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 7286 S.W. 48th. Street, Miami, FL. 33155. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be four directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Manuel A. Alvarez
Director-Chairman

Ivo Genetta
Director

Patricia M. Alvarez
Director

Roberto Ziletti
Director

7286 S.W. 48th. St.
Miami, FL 33155

ARTICLE NINE

The names and post office addresses of the officers of this corporation are:

Manuel A. Alvarez
President

Joaquin A. Fernández
Treasurer-Secretary

Ivo Genetta
Vice President

7286 S.W. 48th. St.
Miami, FL 33155

ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation are:

Francisco J. Fernández
151 Majorca Avenue
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Ave. Coral Gables, Florida, 33134 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and affixed their seal on this twelfth day of June of 1997.



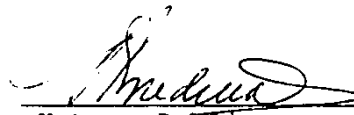
Francisco J. Fernández

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared FRANCISCO J. FERNANDEZ, personally known, who after having been duly sworn, executed the foregoing Certificate of Incorporation of LASTRA USA CORPORATION freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida this twelfth day of June of 1997.



Notary Public -
State of Florida at large
My Commission Expires

 R. MEDINA
COMMISSION # CC 468658
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

LASTRA USA CORPORATION

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named GABRIEL PRATS with offices at 151 Majorca Ave., Coral Gables, Florida Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and keeping open said office.



GABRIEL PRATS