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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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FAX #: (305) 716-0346

NAME: SKYGATE, INC.

AUDIT NUMBER.....H97000010375

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

CERT. OF STATUS..1

PAGES..... 4

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SKYGATE INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SKYGATE INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: The main activity will be export and import.

Prepared by: Ana Dalmau Ares
4080 S.W. 84th Ave.
Miami, Fl 33155
(305) 448-2070

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STATE
TALLAHASSEE, FLORIDA

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate
name; SKYWAY, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only ONE (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

CESAR L. FLORES HERNANDEZ
433 S. ROYAL POINCIANA BLVD. STE. 416
MIAMI, FL 331

The principal office shall be:

433 S. ROYAL POINCIANA BLVD
SUITE 416
MIAMI FL. 33166

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ARTICLE VI

The initial Board of Directors shall consist of a total of TWO (02) persons, and the name and address of the person who is to serve as an initial director is:

CESAR L FLORES HERNANDEZ
433 S. ROYAL POINCIANA BLVD
SUITE 416
MIAMI, FL 33166

PRESIDENT

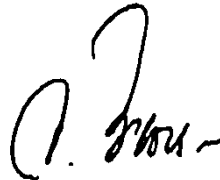
LILIAN V. DASILVA
433 S. ROYAL POINCIANA BLVD
SUITE 416
MIAMI, FL 33166

SECRETARY-TREASURER

The name and address of the incorporator executing these Articles of Incorporation is:

CESAR L FLORES HERNANDEZ
433 S. ROYAL POINCIANA BLVD
SUITE 416
MIAMI, FL 33166

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 19 day of JUN, 1997.



CESAR L FLORES HERNANDEZ

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

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STATE OF FLORIDA
TALLAHASSEE

Pursuant to the provision of sections 607.0501 or 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:

SKYGATE INC.

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

CESAR L. FLORES HERNANDEZ
433 S. ROYAL POINCIANA BLVD
SUITE 416
MIAMI, FL 33172

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 C. Flores

JUNE 19, 1997

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