

P970000 62777



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 468616 82700A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 468616-005

CUSTOMER NO: 82700A

CUSTOMER: Howard B. Emory, Esq.
HOWARD B. EMORY, ESQ

900002242709--1

One Datran Center, Suite 910
9100 South Dadeland Boulevard
Miami, FL 33156

DOMESTIC FILING

NAME: ESPAR CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
97 JUL 21 PM 12:15
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE

RECEIVED
97 JUL 21 AM 11:29
DIVISION OF CORPORATE

EN JUL 21 1997

6

EFFECTIVE DATE

7/18/97

ARTICLES OF INCORPORATION

of

ESPAR CORPORATION

FILED
97 JUL 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

ESPAR CORPORATION

The principal place of business of this corporation shall be:

P.O. Box 523857
Miami, FL 33152

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of the corporation shall be as follows:

HOWARD B. EMORY, ESQ.
One Datan Center, Suite 910
9100 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE VII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

Initial Board of Directors

This corporation shall have two (2) directors, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and addresses of the initial members of the Board of Directors are:

Olga Escalante
P.O. Box 523857
Miami, FL 33152

Leonor K. Paret
P.O. Box 523857
Miami, FL 33152

ARTICLE IX

Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Treasurer: Olga Escalante
P.O. Box 523857
Miami, FL 33152

Vice President/Secretary: Leonor K. Paret
P.O. Box 523857
Miami, FL 33152

ARTICLE XII

Incorporator

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

Leonor K. Paret
P.O. Box 523857
Miami, FL 33152

ARTICLE XIII

Effective Date

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of July, 1997.

Leonor K. Paret
Leonor K. Paret, Incorporator

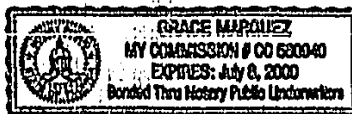
STATE OF FLORIDA)
 : §
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED BEFORE ME on this 18th day of July, 1997, by Leonor K. Paret, who has produced a driver's License as identification and who did take an oath.

Grace Marquez
Notary Public
Grace Marquez
(Print name Notary's name)

My Commission Expires:

My Commission Number:



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

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.

1. The name of the corporation is **ESPAR CORPORATION**.
2. The name and address of the registered agent and office is:

HOWARD B. EMORY, ESQ.
One Datan Center, Suite 910
9100 S. Dadeland Boulevard
Miami, Florida 33156

ESPAR CORPORATION

By: Leonor K. Paret
Leonor K. Paret, Incorporator

Dated: 7-18-97

ACKNOWLEDGMENT

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.



HOWARD B. EMORY, ESQ.

Dated: 7-18-97