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O: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

ROM: EMPIRE CORPORATE KIT COMPANY
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AME: CIEDS, CORP

AUDIT NUMBER.....H97000011771

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1987

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CIEDES, CORP.
REF: W97000016696

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

NOTE WHERE THE INCORPORATOR'S SIGNATURE IS, THE REFERENCE IS TO THE AGENT AND SHOULD BE THE INCORPORATOR.

Please return the original and one copy of 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 (850) 487-6922.

Bobbie Cox
Senior Corporate Section Administrator Letter Number: 797A00036833
FAX Aud. #: 897000011771

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ARTICLE OF INCORPORATION OF

CIEDES, CORP.

ARTICLE I NAME

The name of this corporation is CIEDES, CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
2001 N.W. 7 ST # 8
MIAMI, FL 33126
TEL: (305) 265-1566

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TALLAHASSEE, FLORIDA

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ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 1082-92 Street, By Harbour Island, FL 33154. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Elena Diez Pinto President-Treasurer	1082-92 Street Bay Harbour Island, FL 33154
Boris Amezquita del Valle Vice-President Secretary	1082-92 Street Bay Harbour Island, FL 33154

ARTICLE VIII REGISTERED AGENT

The Street address of the initial registered office of the corporation shall be 8001 N.W. 7 ST #8, Miami, Florida 33126, and the name of the initial registered agent of the corporation at that address is E & V Great Professional Inc.

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ARTICLE XII DISSOLUTION

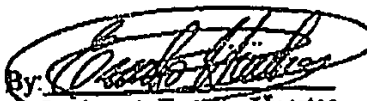
The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII INCORPORATOR

The name and street address of incorporator to these Articles of Incorporation: E & V Great Professional Inc, 8001 N.W. 7 ST # 8, Miami, FL 33126.

IN WITNESS WHEREOF, the undersigned agent of E & V Great Professional Inc, has hereunto set their hand and seal of E & V Great Professional Inc, on July 18, 1997.

E & V Great Professional Inc.

By: 
Its Agent, Ernesto Huertas

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**ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLES OF
INCORPORATION OF CIEDES, CORP.**

E & V Great Professional Inc. as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Elene Diez Pinto
Boris Amezcuita del Valle

Dated: July 18, 1997.

E & V Great Professional Inc.

By: 
Its Agent, Ernesto Luertias

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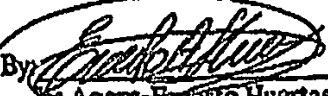
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.

CIEDES , CORP. , a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

I hereby am familiar with and accept the due duties and responsibilities as Registered Agent.

E & V Great Professional Inc.

By 
Registered Agent, Ernesto Huertas

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