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 1863-4334-4 8/14/97
 DAVID SOUTHWELL 3056210220
 AMERICAN TRADING GROUP
 16171 NW 57 AVE
 MIAMI FL 33014



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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 97 AUG 14 AM 8:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
SCANDEX, INC.

FILED
97 AUG 14 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named 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 laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SCANDEX, INC.

ARTICLE II

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

ARTICLE III

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

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
 - * To have perpetual succession by its corporate name;
 - * To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - * To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced;
 - * To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
 - * To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
 - * To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statue S607.141;

- * To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- * To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- * To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned and invested;
- * To conduct its business, carry on its operations, have offices and exercise the powers granted by this act within or without this state;
- * To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- * To make or alter the Articles of Incorporation and Bylaws of this Corporation not to be inconsistent with any law of the State of Florida or provisions of any Bylaw(s) or Article as set forth herein for the administration and management of the affairs of the Corporation
- * To make donations for the public welfare or for charitable, scientific, or educational purposes;
- * To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- * To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- * To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- * To have and exercise all powers necessary or convenient to effect its purposes;
- * To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00.

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

ARTICLE V

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

David W. Southwell
16191 NW 57th Avenue
Miami, Florida 33014

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent

ARTICLE VI

The initial Board of Directors shall consist of a total of three (3) persons and the name and address of the persons who are to serve as initial directors is:

William C. Runnstrom, 1440-79th Street Causeway, Miami Beach, Florida 33141
Robert A. Nielsen, Jr., 16191 NW 57th Avenue, Miami, Florida 33014
David W. Southwell, 16191 NW 57th Avenue, Miami, Florida 33014

ARTICLE VII

The address of the principal office of this corporation is:

SCANDEX, INC.
1440-79th Street Causeway
Miami Beach, Florida 33141

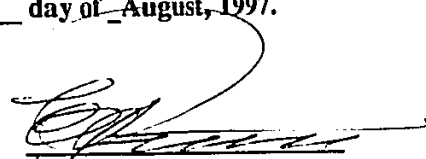
ARTICLE VIII

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

William C. Runnstrom
1440-79th Street Causeway
Miami Beach, Florida 33141

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11 day of August, 1997.

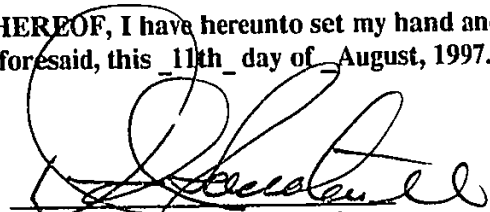

William C. Runnstrom

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William C. Runnstrom, personally known to me, and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 11th day of August, 1997.


Notary Public, State of Florida
at large.

DAVID W. SOUTHWELL
Notary Public - State of Florida
My Commission Expires Jan 23, 2001
Commission # CC 615637

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/1/97

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JORDY C. ROBRIGUEZ LMS PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: SANTINENSE ENTERPRISES, INC.
AUDIT NUMBER.....H9700013436
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**ARTICLES OF INCORPORATION
OF
SANTINENSE ENTERPRISES, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named 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 laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SANTINENSE ENTERPRISES, 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 mailing address of this corporation shall be:

H. Dean Frederick
9870 N.W. 52nd Terrace
Miami, Florida 33178

ARTICLE IV

The general nature of the business and objects and purposes 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:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

William D. Hoffman FL Bar Member 978795
Hoffman & Hoffman, P.A.
999 Brickell Avenue, Suite 500
Miami FL 33131
305-372 2877

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$.10.

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 VI

The name and street address of the initial Registered Agent of this corporation shall be:

H. Dean Frederick
9870 N.W. 52nd Terrace
Miami, Florida 33178

ARTICLE VII

The initial board of directors shall consist of a total of 1 person and the name of the person who is to serve as an initial director is:

Jose Eustaquio R. De Urzedo

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ARTICLE VIII

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

H. Dean Frederick
9870 N.W. 52nd Terrace
Miami, Florida 33178

The undersigned has executed these Articles of Incorporation this 14 day of August, 1997.


Incorporator

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**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.

First that SANTINENSE ENTERPRISES, INC.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named H. Dean Frederick located at
(Name of Registered Agent)

located at 9870 N.W. 52nd Terrace, Miami, Florida 33178, County of Dade, State of Florida,
(City) (County)

as its agent to accept service of process within this state.

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 H. Dean Frederick
Registered Agent
H. Dean Frederick
9870 N.W. 52nd Terrace
Miami, Florida 33178

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