

797000071186

MERRILL & POLLACK

Attorneys at Law

A Partnership of Professional Associations

Keith J. Merrill*
Gary W. Pollack
Alan H. Ramer
*Fla. & Pennsylvania Bars

1320 S. Dixie Highway
Suite 1100
Coral Gables, Florida 33146
Telephone: (305) 663-0307
Fax: (305) 667-8529

August 1, 1997

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002208272--L

08/15/97--01055--005

*****70.00 *****70.00

Re: Aysen Corp.

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$70.00 representing the following:

Filing Fee	\$35.00
Resident Agent's Designation	35.00

TOTAL	\$70.00
-------	---------

Please return the copy of the Articles to the undersigned. Thank you for your cooperation.

Very truly yours,


KEITH J. MERRILL

KJM/zmq

Enclosures

AUG 18

B5B

FILED
AUG 15 PM 9:17
TALLAHASSEE, FLA.

FILED

ARTICLES OF INCORPORATION
OF
AYSEN CORP.

97 MAR 15 AM 9:17

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

AYSEN CORP.

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$.0001	Common

ARTICLE V

The street address of the initial registered office of this

corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

Registered Agent: Keith J. Merrill, Esq.
1320 South Dixie Highway, Suite 1100
Coral Gables, Florida 33146

Corporate
Mailing Address: 6962 N.W. 50 Street
Miami, Florida 33166

ARTICLE VI

The name and address of the first director of this corporation is:

Ernesto Olivares
6962 N.W. 50 Street
Miami, Florida 33166

ARTICLE VII

The name and address of the Incorporator is:

Keith J. Merrill, Esq.
1320 South Dixie Highway, Suite 1100
Coral Gables, Florida 33146

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection

with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.


ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person

who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this

1 day of August, 1997.



KEITH J. MERRILL, ESQ.

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


Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in Compliance with said Act:

AYSEN CORP.

desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation, at 6962 N.W. 50 Street, Miami, Florida 33166 has
named Keith J. Merrill, Esq., as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping said office open.



KEITH J. MERRILL, ESQ.
Registered Agent