

P97000085729

C.I.D.E.S.A, INC.  
151 Majorca Avenue, Suite C  
Coral Gables, FL 33134  
(305) 444-8333

FILED  
97 OCT -2 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 24th, 1997

Secretary of State  
Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

800002310198--5  
-10/02/97--01091--007  
\*\*\*122.50 \*\*\*122.50

Re: SANTA CAROLINA CORPORATION

Dear Sirs:

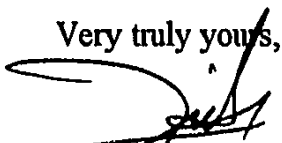
We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00
	-----
	\$ 122.50
	=====

Thank you for your assistance.

Very truly yours,

  
Francisco J. Fernández

P.Hall  
OCT - 3 1997

**CERTIFICATE OF INCORPORATION**

**OF**

**SANTA CAROLINA CORPORATION**

**FILED**  
97 OCT -2 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

**ARTICLE ONE**

The name of the Corporation shall be

**SANTA CAROLINA CORPORATION**

**ARTICLE TWO**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

**ARTICLE FOUR**

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 ( FIVE HUNDRED 00/100 dollars).

**ARTICLE FIVE**

This corporation shall have perpetual existence.

#### ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Majorca Av., Coral Gables, FL 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

#### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

#### ARTICLE EIGHT

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

#### BOARD OF DIRECTORS

Carlos H. Rodriguez  
Chairman-Director

Oscar E. Rodriguez  
Director

151 Majorca Avenue, Suite C  
Coral Gables, Fl 33134

#### ARTICLE NINE

The names and post office address of the officers of this corporation are:

Carlos H. Rodriguez  
President

Oscar E. Rodriguez  
Vice-President-Secretary-Treasurer

151 Majorca Avenue, Suite C  
Coral Gables, Fl 33134

#### ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation is:

Francisco J. Fernandez  
151 Majorca Avenue, Suite C  
Coral Gables, FL 33134

#### ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE TWELVE

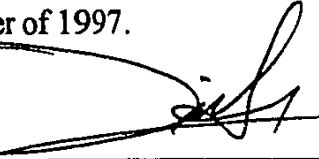
This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

#### ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

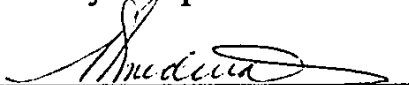
This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law. **IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set their hand and affixed their seal on this twenty fourth day September of 1997.

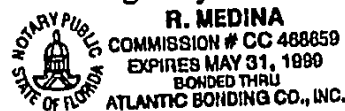
  
\_\_\_\_\_  
Francisco J. Fernández

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me, executed the foregoing Certificate of Incorporation of **SANTA CAROLINA CORPORATION** freely and voluntarily for the purpose therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida this twenty fourth day of September of 1997.

  
\_\_\_\_\_  
**Rene Medina -Notary Public-**  
State of Florida at large-My Commission Expires



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

FILED

OCT -2 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,  
in compliance with said act:

**SANTA CAROLINA CORPORATION** desiring to organize under the laws of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **GABRIEL PRATS** with offices at 151 Majorca Avenue, Coral Gables, FL 33134. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



GABRIEL PRATS