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FILED
TRANSMITTAL LETTER

97 OCT -6 AM 10:50

Date: September 24, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 323 14

SUBJECT: FERDIT INCORPORATE

200002305662--3

-09/29/97--01055--006

*****78.75 *****78.75

Enclosed is an Original and one (1) copy of the articles of incorporation and a check No. 1484 for:

\$78.75 Filing Fee & Certificate

FROM: Rafael A. Dietsch
1604 N. W. 20th St.
Miami, FL 33142

* Please send any mail to our Mailing Address

P.O. Box 68-0712
Miami, FL 33168

Daytime Telephone number: (305) 687-9755

NOTE: Enclose original and one copy of the articles.

Rafael Dietsch
GAVE
AUTHORIZATION BY PHONE TO
CORRECT
DATE *9/27*
DOC. EXAM *9/27*

P. Hall
OCT - 6 1997

6097-22334



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1997

RAFAEL A. DIETSCH
P O BOX 68-0712
MIAMI, FL 33168

SUBJECT: FERDIT INCORPORATE
Ref. Number: W97000022334

We have received your document for FERDIT INCORPORATE and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00048135

**ARTICLES OF INCORPORATION
OF
FERDIT
INCORPORATED**

FILED

97 OCT -6 AM 10: 51

**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:
FERDIT INCORPORATED.

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 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) A said corporation shall farther 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 they may alter 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 credits to assist, its officers and employees in accordance with Florida Statue §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 obligation 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, franchise 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 lent 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 by laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donation s 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 aid of governmental policy;

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

To be 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 affect 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 Status §607.014

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is the total sum of twenty (20) shares, having an individual par value of \$100.00

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 V

The principal address of FERDIT INCORPORATED, and the street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

1604 NW 20Th. ST
Miami, Florida 33142
RAFAEL DIETSCH

ARTICLE VI

The initial Board of Directors shall consist of a total one (1) person, and the name and address of the person who is to serve as an initial director is:

RAFAEL DIETSCH

President and Treasurer
1604 NW 20Th. ST.
Miami, Florida 33142

FRANCISCO E. FERNANDEZ

Vice-president and Secretary
Ave. Independencia #362 Apt.202-C
Santo Domingo, Dominican Republic

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

RAFAEL DIETSCH

1604 NW 20th. ST.
Miami, Florida 33142

97 OCT -6 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has (ve) executed these
Articles of Incorporation this 22nd day of September, 1997.

I hereby accept the duties and responsibilities as registered agent.

Rafael Dietsch

RAFAEL DIETSCH
Incorporator/Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take Acknowledgments in the
state and county set forth above, personally appeared Rafael Dietsch known to me
and know by me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledges 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 22nd day of September, 1997

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires

