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LAW OFFICES OF

*Victor A. Careaga*

ATTORNEY & COUNSELLOR AT LAW

VICTOR A. CAREAGA, ESQ.

- LICENSED TO PRACTICE  
LAW IN THE STATE OF FLORIDA.
- ADMITTED TO THE FEDERAL  
COURT FOR THE SOUTHERN DISTRICT  
OF THE STATE OF FLORIDA.

CAPITAL BANK BUILDING  
SUITE 313

2151 LEJEUNE ROAD  
CORAL GABLES, FLORIDA 33134

TEL. (305) 441-7040

FAX: (305) 441-6424

October 20, 1997

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SECRETARY OF STATE  
Division of Corporations  
State of Florida  
409 E. Gaines Street  
Tallahassee, FL 32314

Via Overnight FedEx Delivery

Re: Filing of Articles of Incorporation of ANDA, INC.

Dear Sir or Madam:

Enclosed please find our draft in the amount of \$122.50 to defray the expenses associated with the filing of the above-captioned Articles of Incorporation, duly executed and notarized by its interested parties, in compliance with Florida law.

Kindly proceed to forward your written Certificate of Incorporation, and copies of the duly stamped articles of incorporation, in the enclosed overnight fedex package, at your earliest opportunity.

Thanking you in advance for all your prompt cooperation and attention, I remain,

Very truly yours,

VICTOR A. CAREAGA, ESQ.

vac/  
encls.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nadeau OCT 23 1997

**ARTICLES OF INCORPORATION**

**OF**

**ANDA, INC.**

The undersigned subscriber(s) of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **ANDA, INC.** The initial principal place of business of this corporation shall be 2151 LeJeune Road, Suite 313, Coral Gables, Florida 33134.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State.

**ARTICLE III. CAPITAL STOCK**

The initial number of shares of stock that this corporation is authorized to have outstanding at any one time 100 shares of common stock having a par value of \$1.00 each.

**ARTICLE IV. REGISTERED AGENT REGISTERED OFFICE**

The registered agent's office address shall be located at 2151 LeJeune Rd. Suite 313, Coral Gables, Florida 33134, and the name of the initial registered agent of is Victor A. Careaga, Esquire, who acknowledges acceptance of same on behalf of the corporation.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

#### **ARTICLE XI. OFFICERS**

The officers of this corporation shall be a President, Vice-President, and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

#### **ARTICLE XII. POWERS**

This corporation shall have the following powers:

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

B. 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.

## **ARTICLE V. TERMS OF EXISTENCE**

This corporation shall exist perpetually, unless sooner dissolved according to law.

## **ARTICLE VI. SPECIAL PROVISIONS**

It is the intent of the incorporator(s) that the corporation will qualify as an corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VII. DIRECTORS**

This corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

## **ARTICLE VIII. INCORPORATORS**

The name and street address of the incorporator(s) to these Articles of Incorporation is(are):

**DARIO ANDRES AVILA RIVAS**  
**c/o 317 Malaga Avenue**  
**Coral Gables, Florida 33134**

## **ARTICLE IX. SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

**DARIO ANDRES AVILA RIVAS**                      **100 shares**

## **ARTICLE X. STOCKHOLDERS' MEETING(S)**

The time and place of the annual stockholder's meeting shall be fixed and

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

D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.

E. 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, associate 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.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

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

H. To conduct its business, carry on the operations and have offices and exercise the powers granted by Florida Statutes 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of

the affairs of the corporation.

K. To make donations for the public welfare of for charitable, scientific, or for educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. 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 and all of the directors, officers and employees of its subsidiaries.

N. To act as counsel, agent, promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation.

IN WITNESS WHEREOF, the undersigned (have)(has) hereunto set their(his) hand(s) and seal(s) this 20 day of October, 1997.

  
DARIO ANDRES AVILA RIVAS

STATE OF FLORIDA )  
 )ss  
COUNTY OF DADE )

**BEFORE ME**, the undersigned authority appeared the above-named individual ,  
who has acknowledged the foregoing Articles of Incorporation and have signed and  
executed same for the purposes set forth therein and under no duress and/or undue influence

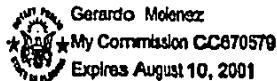
By: DARIO ANDRES AVILA RIVAS

Produced Identification PERSONALLY KNOWN

**SWORN AND SUBSCRIBED** before me this 20 day of December, 1997.

NOTARY PUBLIC, State of Florida At Large

My commission expires:



**I HEREBY** am familiar with and accept the duties and responsibilities as Registered Agent for ANDA, INC.

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

**BEFORE ME**, the undersigned authority, personally appeared VICTOR CARRAGA who, after being duly sworn say that they have read the foregoing designation and have signed and executed the same for the purposes set forth therein.

**SWORN AND SUBSCRIBED** before me by this 20 day of October 1997.

### Produced Identification

~~Notary Public, State of Florida at Large~~

**My commission expires:**

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Gerardo Melendez  
My Commission CC670579  
Expires August 10, 2001

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TALLAHASSEE, FLORIDA

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