

OCT-24-97 FRI 09:47 AM

FAX NO.

P. 02

P97000091530

10/22/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:35

((H97000017537 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RICARDO BAJANDAS, P.A.

ACCT#: 110263002111

CONTACT: RICARDO BAJANDAS

PHONE: (305)377-0909

FAX #: (305)377-1771

NAME: CACHAMAY INVESTMENTS CORP.

AUDIT NUMBER.....H97000017537

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE... \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

DMC
10/24/97

FILED
97 OCT 22 PM 11:09
TALLAHASSEE, FLORIDA

OCT-24-97 FRI 09:48 AM FAX NO.
(904) 922-3708 10/22/97 16:25 Florida Department pl /1

P. 01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1997

RICARDO BAJANDAS, P.A.

SUBJECT: CACHAMAY INVESTMENTS CORP.
REF: W97000024105

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent stated in the document is not consistent with our records. Please make this correction.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000017537
Letter Number: 597A00051608

THE FIRM'S REGISTRATION & DOCUMENT NUMBER
IS LP 970000148. IT HAS
BEEN USED AS R.A. ON MANY DOCUMENTS.
PLEASE NOTE AND CALL IF YOU HAVE ANY
QUESTIONS. THANK YOU.

FILED

97 OCT 22 AM 11:09

FAX AUDIT NUMBER H97000017537 6

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Cachamay Investments Corp.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Cachamay Investments Corp., (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 705, Miami, Florida 33131.

Preparer:

Ricardo Bajandas, Esq.

Do La Peña, Villamueva, & Bajandas, LLP

601 Brickell Key Drive, Suite 705

Miami, Florida 33131

Ph. (305) 377-0909

FL BAR NO. 0987750

FAX AUDIT NUMBER H97000017537 6

FAX AUDIT NUMBER H97000017537 6

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 705, Miami, Florida 33131 and the name of the initial registered agent at such office is the law office of De La Peña, Villanueva & Bajandas, LLP.

ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Ricardo Bajandas, De La Peña, Villanueva, & Bajandas, LLP, 601 Brickell Key Drive, Suite 705, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 22 day of October, 1997.


Ricardo Bajandas
Incorporator

FAX AUDIT NUMBER H97000017537 6

FAX AUDIT NUMBER H97000017537.6

FILED
97 OCT 22 AM 11:09
SEC. STATE
TALLAHASSEE, FLORIDA

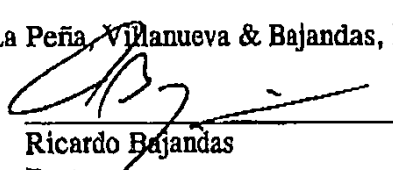
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Cachamay Investments Corp., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 22nd day of October, 1997.

De La Peña, Villanueva & Bajandas, LLP

BY:


Ricardo Bajandas
Partner

The foregoing instrument was acknowledged before me on this 22nd day of October, 1997 by Ricardo Bajandas to me personally known and who have taken the oath.



Carlos J. Villanueva
My Commission C0604323
Expires December 8, 2000



Notary Public, State of Florida

CARLOS J. VILLANUEVA
(Print Name)

My Commission Expires: 12/8/00

Dated as of the 22nd day of October, 1997.

FAX AUDIT NUMBER H97000017537.6