

LAW OFFICES
ZYNE, SALEEBY & SALEH, P.A.
"THE IMMIGRATION LAWYERS"

SUNTRUST INTERNATIONAL CENTER
1 SE 3rd AVENUE, SUITE 2150
MIAMI, FLORIDA 33131

PHILIP M. ZYNE *
NADIM SALEEBY
ANIS N. SALEH

ALINA M. VAZQUEZ

MARGARITA VELILLA
LICENSED IN COLOMBIA, S.A.

TEL (305) 379-2661
FAX (305) 358-7809
e-mail zsspa@icanect.net

June 25, 1997

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

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****122.50 ****122.50

Re: **SOUTH AMERICAN IMPORT/EXPORT COMPANY**

Gentlemen:

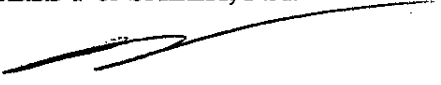
Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.


Philip M. Zyne

PMZ:bg
Encs: As stated

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 PM 3:13



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1997

ZYNE, SALEEBY & SALEH, P.A.
1 S.E. 3RD AVE. STE. 2150
MIAMI, FL 33131

SUBJECT: SOUTH AMERICAN IMPORT/EXPORT COMPANY
Ref. Number: W97000015258

We have received your document for SOUTH AMERICAN IMPORT/EXPORT COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 097A00034491

ARTICLES OF INCORPORATION

OF

VIJEMA, INC.

ARTICLE I - NAME

The name of the corporation is: **VIJEMA, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

A. To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, including but not limited to restaurant equipment and supplies, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into, the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

B. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in

connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at Ten Dollars (\$10.00) par value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is c/o Zyne, Saleeby & Saleh, P.A. 1 S.E. 3rd Avenue, Suite 2150, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is: PHILIP M. ZYNE.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

JESUS HERNANDEZ

c/o Zyne Saleeby & Saleh, P.A.
1 S.E. 3rd Avenue, Suite 2150
Miami, Florida 33131

MAGALLY ANSELMÍ FUENTES

c/o Zyne, Saleeby & Saleh, P.A.
1 S.E. 3rd Avenue, Suite 2150
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

JESUS HERNANDEZ

c/o Zyne, Saleeby & Saleh, P.A.
1 S.E. 3rd Avenue, Suite 2150
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation of VIJEMA, INC., this 30th day of October, 1997.




JESUS HERNANDEZ

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

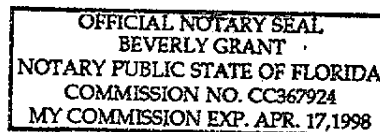
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County above set forth, personally appeared JESUS HERNANDEZ, known to me and known by

me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged 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 30th day of October, 1997.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That VIJEMA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, and State of Florida, has named PHILIP M. ZYNE, whose address is c/o Zyne, Saleeby & Saleh, P.A. 1 S.E. 3rd Avenue, Suite 2150, City of Miami, County of Dade, State of Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


PHILIP M. ZYNE