

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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*Makro America Holding
Corporation of America*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 17 AM 11:43

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Signature _____

Requested by: *Cher* *12-17* *1028*

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Name Reservation _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

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12-17-97

FILED
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 DEC 17 AM 11:43

OF

MakroAmerica Holding Corporation of America

ARTICLE I

Name of Corporation

The name of this corporation is MakroAmerica Holding Corporation of America.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of the corporation is 7820 S.W. 196 Terrace, Miami, Florida, 33189.

ARTICLE V

Registered Office

The street address of the initial registered office of the corporation is 7820 S.W. 196 Terrace, Miami, Florida, 33189. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent for the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Gonzalo E. Tovar, 7820 S.W. 196 Terrace, Miami, Florida, 33189.

ARTICLE VII

Directors

The corporation shall have as its directors Cesar E. Cuneo and Gonzalo E. Tovar.

ARTICLE VIII

Capital Stock

The maximum number of share of stock in this corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock at One Cent (1¢) par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Gonzalo E. Tovar	7820 S.W. 196 Terrace
	Miami, Florida, 33189

ARTICLE X

Director's Liabilities and Rights

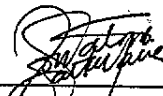
No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person, who may become a director of this corporation, is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by the stockholders and/or a majority vote of the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this the 16th day of December, 1997.



Gonzalo E. Tovar
Incorporator


STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Gonzalo E. Tovar, to
me known to be the person described in and who executed the foregoing instrument, and
acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 16 day of
December, 1997.

My commission expires:





NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: MakroAmerica Holding Corporation of America
2. The name and address of the registered agent and office is:

Gonzalo E. Tovar

7820 S.W. 196 Terrace

Miami, Florida, 33189

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

12/16/97

(Date)

GONZALO E. TOVAR