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Law Offices of Dora R. Gomez

NationsBank Building, 930 Washington Avenue, Suite 209, Miami Beach, Florida 33139

January 13, 1998

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

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RE: ARTICLES OF INCORPORATION FOR
BORPASA, INC.

Dear Sir/Madam,

The Law Offices of Dora R. Gomez has been retained to represent aforementioned in the filing of their corporation with the State of Florida.

Enclosed find a check in the amount of \$122.50, and the Articles of Incorporation for **BORPASA, INC.** We have enclosed an additional copy for our records, please stamp and forward in the self-addressed stamped envelope.

Thanking you in advance for your attention in this matter.

Sincerely,

LAW OFFICES OF DORA R. GOMEZ


Dora R. Gomez, Esq.

DRG:rm
encls.

FILED
CLERK OF COURT
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:42

RP
01-22-98

**ARTICLES OF INCORPORATION
OF
BOSPASA, INC.**

FILED
CLERK OF STATE
DIVISION OF CORPORATION
98 JAN 20 PM 2:42

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is **BOSPASA, INC.** The corporation's principal address is:

930 Washington Avenue, Suite 209
Miami Beach, Florida 33139

**ARTICLE II
DURATION**

The Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issued 500 shares of \$1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

DORA R. GOMEZ, ESQ.
930 Washington Avenue, Suite 209
Miami Beach, Florida 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have 3 directors initially. The number of Directors may be either increased or decreased from time to time nu the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective officers are:

PRESIDENT: Alfredo Borda
Rubens 156
San Borjas, Lima Peru

VICE-PRESIDENT: Joaquin Alexis Borda Palomino
Rubens 156
San Borjas, Lima Peru

SECRETARY/TREASURER: Edith Norma Palomina Villanueva
Rubens 156
San Borjas, Lima Peru

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party 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 this contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact the is also a director of such subsidiary or controlled company.

**ARTICLE IX
BY-LAWS**

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of filing of these articles.

**ARTICLE XII
AMENDMENT**

These Articles Of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE XIII
INCORPORATOR**

The incorporator is ALFREDO BORDA and his corporate address is

IN WITNESS WHEREOF, I have set my hand and seal this 12th
day of JANUARY, 1998.




ALFREDO BORDA

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ALFREDO BORDA, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 12TH day of JANUARY,
1998 at Miami, Miami-Dade County, Florida.



NOTARY PUBLIC

State of Florida

My Commission Expires:



RITA MARTIN
My Commission CC472632
Expires Jun. 14, 1999
Bonded by HAI
800-422-1555

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **BORPASA, INC.**, a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, had named **DORA R. GOMEZ, ESQ.**, located at 930 Washington Avenue, Suite 209, Miami Beach, Florida 33139, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, agrees to comply with the provision of said Act relative to keeping open said office.

1/13/98
Date


DORA R. GOMEZ, ESQ.

FILED
SECRETARY OF STATE
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