

LAW OFFICES
STEPHEN L. VINSON, JR., P. A.

1200 BRICKELL AVENUE,
SUITE 1680
MIAMI, FLORIDA 33131

TELEPHONE (305) 375-9510
FACSIMILE (305) 375-9511
E-MAIL: VinsonO6@aol.com

P98000026170

March 16, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400002460824--8
-03/18/98--01053--009
****122.50 ****122.50

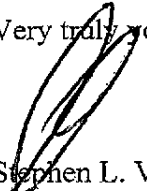
Re: Articles of Incorporation of The Albis Company

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of The Albis Company along with a check in the amount of \$122.50. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Stephen L. Vinson, Jr.

SLV/ip
Enclosures

FILED
98 MAR 18 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. GESSER MAR 21 1998

ARTICLES OF INCORPORATION
OF
THE ALBIS COMPANY

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **THE ALBIS COMPANY** and its address is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have \$1.00 par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 and the name of its initial registered agent at such address is STEPHEN

FILED
98 MAR 18 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L. VINSON, JR., ESQ.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors are two(2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

ALBERTO J. CORDOVES
1200 Brickell Avenue, Suite 1680
Miami, Florida 33131

and

ISABEL CORDOVES
1200 Brickell Avenue, Suite 1680
Miami, Florida 33131

ARTICLE VII

Officers

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a president and a secretary. The officers are:

ALBERTO A. CORDOVES - President & Treasurer
ISABEL CORDOVES - Vice-President & Secretary

ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

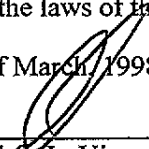
Stephen L. Vinson, Jr., P.A.
1200 Brickell Avenue, Suite 1680
Miami, Florida 33131

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit of proceeding in which he may be involved, by reason of his being or having been an officer, director of shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 16 day of March, 1998.


Stephen L. Vinson, Jr.
Incorporator

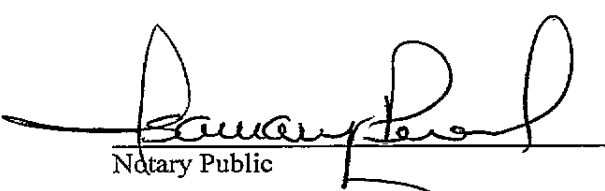
STATE OF FLORIDA)
COUNTY OF DADE)ss

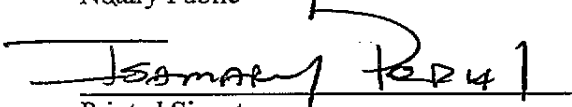
FILED
98 MAR 18 AM 9:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The foregoing instrument was acknowledged before me this 16 day of March, 1998, by Stephen L. Vinson, Jr., who is personally known to me or who has produced n/s as identification and who did take an oath.

My commission expires:




Notary Public


Printed Signature

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


STEPHEN L. VINSON, JR.
Registered Agent