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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773455 10944A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 773455-005

CUSTOMER NO: 10944A

CUSTOMER: Marc Postelnek, Esq
MARC POSTELNEK, P.A.

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Suite 11b
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: SUNRIAN CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

98 APR -8 PM 3:25

98 APR -8 PM 1:57

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DIVISION OF CORPORATIONS

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4/8/98

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ARTICLES OF INCORPORATION
OF
SUNRIAN CORPORATION

The undersigned, does submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: SUNRIAN CORPORATION. Its business shall be carried out at 785 Crandon Blvd. Suite 1705 Key Biscayne, FL 33149, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporator or by

the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 Dollars and the undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of \$100.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors need not be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

Ricardo Tomas Natale
785 Crandon Blvd. Suite 1705
Key Biscayne, FL 33149

ARTICLE VIII

The offices to be held by the above named Director is as follows:

RICARDO TOMAS NATALE	-	PRESIDENT
RICARDO TOMAS NATALE	-	TREASURER and SECRETARY

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
CONSULTORA TUDORAS, S.A. c/o RICARDO NATALE 785 Crandon Blvd. Suite 1705 Key Biscayne, FL 33149	100	\$100.00

ARTICLE X

The name and address of the initial registered agent is:
RICARDO TOMAS NATALE 785 Crandon Blvd. Suite 1705 Key Biscayne, Dade
County, FL 33149

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of April, 1998, on behalf of and as the authorized agent of CONSULTORA TUDORAS, S.A.

REPUBLIC OF ARGENTINA
CITY OF BUENOS AIRES
EMBASSY OF THE UNITED STATES OF AMERICA
REPUBLIC OF ARGENTINA)
PROVINCE OF BUENOS AIRES)

CONSULTORA TUDORAS, S.A.
BY: [Signature] (seal)
RICARDO TOMAS NATALE, President

BEFORE ME, the undersigned authority, personally appeared RICARDO TOMAS NATALE, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the Country
aforesaid this 1 day of April, 1998.

[Signature]
U.S. Consul

BRYANT J. SALTER
CONSUL GENERAL

CHRISTOPHER F. LATTIMER
Consul of the United States
of America

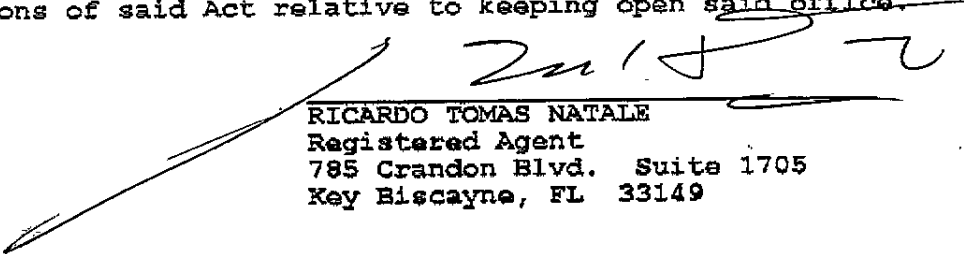
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CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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

First, that SUNRIAN CORPORATION, a Florida Corporation, qualified to do business under the laws of this State, with its principal office located at 785 Crandon Blvd. Suite 1705, Key Biscayne, FL 33149 has appointed RICARDO TOMAS NATALE, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the 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.


RICARDO TOMAS NATALE
Registered Agent
785 Crandon Blvd. Suite 1705
Key Biscayne, FL 33149