

P98000048 304

5/29/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000010047 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: SOFITAL USA CORP.

AUDIT NUMBER.....H98000010047

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
98 MAY 29 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/29/98

CERTIFICATE OF INCORPORATION
OF
SOFITAL USA CORP

FILED
98 MAY 29 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

SOFITAL USA CORP

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9572 NW 41 STREET
MIAMI, FL 33178

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144
(305) 262-4990

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JUAN CARLOS BONNET
9572 NW 41 STREET
MIAMI, FL 33178

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two 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 (1). The initial directors of this corporation are:

JUAN CARLOS BONNET
PRESIDENT \ TREASURER

CRA 42 No. 165-68
BOGOTA, COLOMBIA

ALBERTO SUAREZ
VICE-PRESIDENT \ SECRETARY

CRA 42 No. 165-68
BOGOTA, COLOMBIA

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

JUAN CARLOS BONNET
9572 NW 41 STREET
MIAMI, FL 33178

ARTICLE IX - INDEMNIFICATION

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

