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#### (((H98000010047 2)))

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: SOFITAL USA CORP.

AUDIT NUMBER...... H98000010047

DOC TYPE...........FLORIDA PROFIT CORPORATION OR

CERT. OF STATUS... CERT. COPIES.... 0

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

\*\* ENTER 'M' FOR MENU. \*\*

98 MAY 29 PH 4: 05
SECRETARY OF STATE

TA-5/29/98

### CERTIFICATE OF INCORPORATION

OF

#### SOFITAL USA CORP

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.

# ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 27th day of May, 1998

JUAN CARLOS BONNET

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

#### WITNESSED:

That SOFITAL USA CORP to organize under the laws of the state of Florida has appointed JUAN CARLOS BONNET of 9572 NW 41 STREET, MIAMI. FL 33178 as its registered agent to accept service of process within the state.

#### ACKNOWLEDGMENT:

Having been named by the first board of directors of SOFITAL USA CORP to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 27th day May, 1998

JUAN CARLOS BONNET Registered Agent 98.MAY 29 PH 4: 05
SECRE FARY OF STATE
TALLAHASSEE. FLORID