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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

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NAME: DITEBISA, INC.

AUDIT NUMBER.....H98000010649

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DITEBISA, INC.

ARTICLE I-NAME

The name of this Corporation is DITEBISA, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value, common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

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

Prepared by: Eduardo R. Guerrero
255 Alhambra Circle, Suite 420
Coral Gables, FL 33134
(305) 446-0001

**ARTICLE VII-INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS**

The street address of the initial registered office and business address of this corporation is: 7500 N.W. 41st Street, Suite C, Miami, Florida 33166. The name of the initial registered agent of this corporation at that address is: JUAN E. GUERRA.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

MIGUEL TORT SANTOS

7500 N.W. 41st Street, Suite C
Miami, Florida 33166

JUAN E. GUERRA

7500 N.W. 41st Street, Suite C
Miami, Florida 33166

ARTICLE IX-INCORPORATORS AND SUBSCRIBERS

The names and addresses of the persons signing these Articles are:

MIGUEL TORT SANTOS

7500 N.W. 41st Street, Suite C
Miami, Florida 33166

JUAN E. GUERRA

7500 N.W. 41st Street, Suite C
Miami, Florida 33166

ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons

in the amount set opposite his name.

MIGUEL TORT SANTOS 50 Shares

JUAN E. GUERRA 50 Shares

Shares held by the initial shareholders listed above or any subsequent shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among the shareholder and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholder may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the

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shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 4th day of June, 1998.


MIGUEL TORT SANTOS


JUAN E. GUERRA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County
aforesaid to take acknowledgement, personally appeared MIGUEL TORT SANTOS and JUAN
E. GUERRA, to me personally known to be the persons described in and who executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
last aforesaid on this 4th day of June, 1998.

My Commission Expires:

10/25/2000


NOTARY PUBLIC, State of
Florida at Large

NOTARY PUBLIC - STATE OF FLORIDA
EDUARDO R. GUERRERO
COMMISSION # CC591776
EXPIRES 10-25-2000
BONDED \$3000 ASB 1-306-NOTARY-1

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**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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That DITEBISA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at The City of Miami, County of Miami-Dade, State of Florida has named JUAN E. GUERRA, whose address is 7500 N.W. 41st Street, Suite C, Miami, Florida 33166, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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 provision of said Act relative to keeping open said office.

BY: 
JUAN E. GUERRA
Registered Agent

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TALLAHASSEE, FLORIDA

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