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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HI-TECH ACCOUNTING GROUP

ACCT#: 072100000416

CONTACT: MANUEL R DEL VALLE

PHONE: (305)477-2234

FAX #: (305)477-4177

NAME: Quenepe Inversiones, Inc. (Quenepe Investments, Inc.).

AUDIT NUMBER.....H98000012384

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

CERT. OF STATUS..1

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

HI-TECH ACCOUNTING GROUP ***2ND LETTER***

SUBJECT: QUENEPE INVERSIONES, INC.
REF: W98000015243

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please provide an English translation for the entity's name in your cover letter.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H98000012384
Letter Number: 398A00036016

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QUENEPE INVERSIONES, INC.
(QUENEPE INVESTMENTS, INC.)

ARTICLE I - Name

The name of this corporation is Quenepe Inversiones, Inc. (Quenepe Investments, Inc.).

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III- Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is

7270 N.W. 12th St., Suite 340 Miami, FL 33126-1928 and the name of the initial
registered agent of this corporation at that address is Manuel R. del Valle.

DOCUMENT PREPARED BY: Hi-Tech Accounting Group 7270 N.W. 12th St., Suite 340
Miami, FL 33126-1928 (305) 477-2234 H98000012384

ARTICLE VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Jorge J. Gil
Baruta, Paseo Gualcarpuro #5
Caracas, Venezuela

All of the said director is of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Jorge J. Gil
Baruta, Paseo Gualcarpuro #5
Caracas, Venezuela

TREASURER: Jorge J. Gil
Baruta, Paseo Gualcarpuro #5
Caracas, Venezuela

SECRETARY: Jorge J. Gil
Baruta, Paseo Gualcarpuro #5
Caracas, Venezuela

ARTICLE VIII- Incorporator

The name and address of the person signing these articles is:

Manuel R. del Valle
7270 N.W. 12th St., Suite 340
Miami, FL 33126-1928

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Jorge J. Gil	Baruta, Paseo Gualcarpuro #5 Caracas, Venezuela	1000 Shares \$1,000.00

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

13232 S.W. 131st St.
Miami, FL 33186

ARTICLE XIII - Register Agent Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of July, 1998.


INCORPORATOR


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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