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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-07/06/98--01049--003
*****78.75 *****78.75

SUBJECT: GIARFA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate

FROM: ICELDA B. FACUNDO
3443 S. W. 15TH ST.
Miami, Fl. 33145

(305) 577-8484 (Daytime Telephone Number)

Note: Please provide the original and one copy of the articles.

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98 JUL -6 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 06 1998

ARTICLES OF INCORPORATION

We, the undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the corporation shall be GLARFA, INC.

II. BUSINESS AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of \$5.00 (Five dollars) per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting.

IV. TERM OF EXISTENCE

The Corporation shall have a perpetual existence.

V. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 3443 SW 15th St., Miami, Florida 33145.

VI. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors not less than one (1) and not more than nine (9).

VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are:

Icelda B. Facundo, President 3443 SW 15th St., Miami, Florida 33145

VIII. INCORPORATORS

The street address of the incorporator of this corporation is 3443 SW 15th St., Miami, Florida 33145 and the name of the incorporator is Luis A. Facundo Gil.

IX. ASSIGNMENT AND SUBSCRIPTION OF RIGHTS

The original incorporator of the Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a Director or officer or, are the directors or officers of such other corporations, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction

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of the corporation with any person, firm or corporation in absence of fraud, shall be affected or invalidated by the fact that any director or the corporation is a party to be interested in such contract, act or transaction or in any way connected with such person, firm or corporation and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.

XI. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XII. PRE-EMPTIVE RIGHTS

No shareholder of the corporation shall have a pre-emptive right.

XIII. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

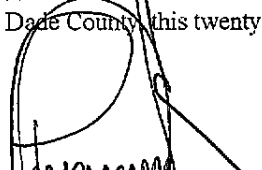
XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3443 SW 15th Street, Miami, Florida 33145, and the name of the initial registered agent of this Corporation at that address is Luis A. Facundo Gil.

XV. EFFECTIVE DATE

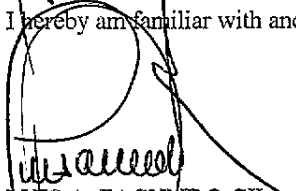
The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Miami, Florida, Dade County, this twenty six (26) day of June of June 1998.


LUIS A. FACUNDO GIL
Incorporator

7-1-98

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.


LUIS A. FACUNDO GIL
Registered Agent

7-1-98

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