

198000059904

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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

400002581624--6

-07/07/98-01066-019

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. YORUBA, S.A., INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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2:00



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Photocopy



Certificate of Status

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98 JUL -7 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
YORUBA, S.A., INC.

ARTICLE I - NAME

The name of this Corporation is YORUBA, S.A., INC. the street address for this Corporation is 7378 WEST ATLANTIC BLVD, SUITE 114 MARGATE, FL 33063.

ARTICLE II - PURPOSE

This Corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State of Florida.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7378 WEST ATLANTIC BLVD, SUITE 114 MARGATE, FL 33063 and the name of the initial registered agent of this Corporation at such address is: JUSTO J. RAMOS.

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This Corporation shall have two directors initially. The number of directors may be either increased from time to time by the by-laws, but shall never be less than two(2). The initial directors of this Corporation are:

JUSTO J. RAMOS
MILAGROS VEGA

..ARTICLE VII - INCORPORATOR

The name and address of the person signing this Article is:

JUSTO J. RAMOS
7378 WEST ATLANTIC BLVD, SUITE 114
MARGATE, FL 33063

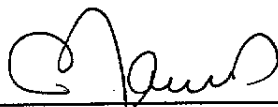
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - BY - LAWS

The power to adopt, alter, amend or repeal 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 2 day of July, 1998



JUSTO J. RAMOS
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

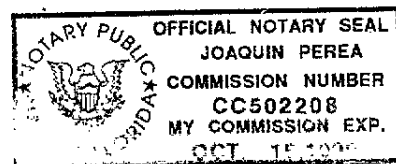
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared YORUBA, S.A., INC., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid this 2 day of July, 1998.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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

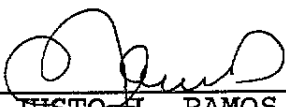
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WITNESSETH:

That YORUBA, S.A., INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed JUSTO J. RAMOS, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named by the Board of Directors of JUSTO J. RAMOS to accept service of process for the above stated Corporation at the place designated in this certificate. I hereby agree to act in the capacity of Registered Agent for said Corporation, and agree to comply with the applicable provision of the Florida Statutes, this 2 day of July 1998.



JUSTO J. RAMOS
Registered Agent