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Transmittal Letter

Aug. 18, 1998

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

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-08/24/98--01066--021
*****78.75 *****78.75

SUBJECT:

Proposed corporate name: Cumbres Rep. Corp.

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

\$ 78.75 Filing fees & Certificate

From: William D. Fister III
17061 S.W. 142 Place
Miami, FL 33177
Tel. (305) 232-1364

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 11:27

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WS

Articles of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Cumbres Rep. Corp.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

Apdo. 335-1000
San Jose, Costa Rica

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

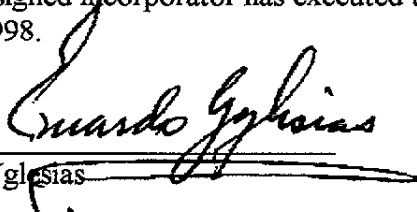
William D. Fister III
17061 S.W. 142 Place
Miami, FL 33177

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Eduardo Yglesias
Ave. 6, Calles 13 y 15, No. 1342
San Jose, Costa Rica

The undersigned incorporator has executed these Articles of Incorporation this 18 day of August, 1998.


Eduardo Yglesias

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**Certificate of Designation of
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Cumbres Rep. Corp.

2. The name and address of the registered agent and office is:

William D. Fister III
17061 S.W. 142 Place
Miami, FL 33177

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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

W D Fister III
William D. Fister III

Aug. 18, 1998
Date

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DIVISIONS OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314