

Charter Number Only

10/1/98

Steven A. Edelstein
 Requestor's Name
 1200 ANASTASIA AVE. # 300
 Address
 CORAL GABLES FL 33134
 City State ZIP Phone
 (305) 444-5660

VALIDATION ONLY

100002651151--8
 -09/29/98--01006--021
 ****122.50 ****122.50

CORPORATION(S) NAME

INDUSTRIAL ATLANTICO Y PACIFICO CORP.

English translation: Industrial Atlantic
 & Pacific Corp

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |

98 SEP 29 AM 11:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

Certified
 RECEIVED
 DIVISION OF CORPORATION
 98 SEP 29 AM 10:10

**ARTICLES OF INCORPORATION
OF
INDUSTRIAL ATLANTICO Y PACIFICO CORP.**

RECEIVED
98 SEP 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a for profit corporation under Florida Statutes Chapter 607, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: INDUSTRIAL ATLANTICO Y PACIFICO CORP.

ARTICLE II

DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida..

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of U.S. \$.01 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services, as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock, when issued, shall be fully paid and exempt from assessment.

INDUSTRIAL ATLANTICO Y PACIFICO CORP.
ARTICLES OF INCORPORATION

ARTICLE V

POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of the corporation, and the street address of the initial registered office of the Corporation is:

STEVEN A. EDELSTEIN
1200 Anastasia Avenue, Suite 300
Coral Gables, Florida 33134, U.S.A.

ARTICLE VII

INITIAL PRINCIPAL OFFICE

The Initial Principal Office and mailing address for the Corporation is:

1200 Anastasia Avenue, Suite 300
Coral Gables, Florida 33134, U.S.A.

ARTICLE VIII

INCORPORATOR

The name and address of the Sole Incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| STEVEN A. EDELSTEIN | 1200 Anastasia Avenue, Suite 300 Coral Gables, Florida 33134, U.S.A. |

INDUSTRIAL ATLANTICO Y PACIFICO CORP.
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ARTICLE IX

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws. The name and address of the initial Director of the Corporation is as follows:

STEVEN A. EDELSTEIN
1200 Anastasia Avenue, Suite 300
Coral Gables, Florida 33134, U.S.A.

ARTICLE X

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of the initial Officer [President/Secretary/Treasurer] of the Corporation is as follows:

STEVEN A. EDELSTEIN
1200 Anastasia Avenue, Suite 300
Coral Gables, Florida 33134, U.S.A.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

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ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII

INDEMNIFICATION

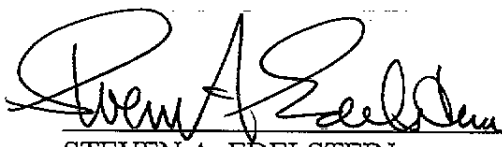
The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XIV

DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

28th In Witness Whereof, the undersigned have executed these Articles of Incorporation on this day of September, 1998.



STEVEN A. EDELSTEIN
Incorporator/President/Secretary/Treasurer

INDUSTRIAL ATLANTICO Y PACIFICO CORP.
ARTICLES OF INCORPORATION

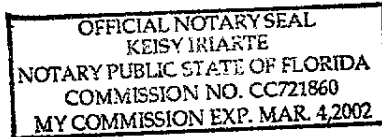
STATE OF FLORIDA :
COUNTY OF DADE : SS

Before Me the undersigned authority, personally appeared STEVEN A. EDELSTEIN, to me well known and known to me to be the person described in and who executed the foregoing instrument, or has produced _____ as identification, and severally acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 28th day of September, 1998, in the County and State aforesaid.

Keisy Iriarte
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ASSOCIATION DES CONSEILLERS DU COMMERCE EXTERIEUR DE LA FRANCE DE FLORIDE ET DES CARAIBES, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 28th day of September, 1998.

Steven A. Edelstein
STEVEN A. EDELSTEIN, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 SEP 29 AM 11:50
FILED