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Miguel Font  
5941 S.W. 88th Street  
Miami, Florida 33156  
Phone: (305) 666-1632

September 30, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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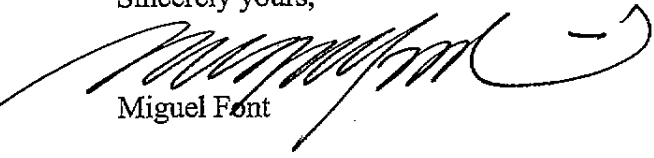
To whom it may concern:

Attached are the following items for the incorporation of SWAN WORLD, INC.

- The Articles of Incorporation (5 Pages).
- Certificate Accepting Designation as Registered Agent (1 Page).
- Check for the \$70.00 Incorporation Fee.

Should there be any problems, do not hesitate to contact me as soon as possible. I would like to thank you for your assistance in advance.

Sincerely yours,

  
Miguel Font

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -5 AM 8:50

Miguel Font GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Name in heading  
DATE 10/14  
DOC. EXAM BP

B. BROCK OCT 14 1998

**ARTICLES OF INCORPORATION**

**OF**

**SWAN WORLD, INC.**

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DIVISION OF CORPORATIONS

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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 Swan World, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 5941 S.W. 88th Street, Miami, Florida 33156.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is fifty (50) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall it be less than \$1.00.

**ARTICLE V - TERM**

This corporation shall have perpetual existence.

## **ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be MIGUEL FONT, and the Registered Office shall be located at 5941 S.W. 88th Street, Miami, Florida, 33156, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

## **ARTICLE VII - DIRECTORS**

This corporation shall not have less than 1 nor more than 9 directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

<u>Name</u>	<u>Street Address</u>
Annie Font	5941 S.W. 88th Street Miami, Florida 33156
Miguel Font	5941 S.W. 88th Street Miami, Florida 33155

## **ARTICLE VIII - SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation is: MIGUEL FONT, 5941 S.W. 88th Street, Miami, Florida, 33156.

## **ARTICLE IX - SPECIAL PROVISIO**

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or in the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than the majority of said directors, or whether a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

#### **ARTICLE X - INSPECTION OF BOOKS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

#### **ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### **ARTICLE XII - TELEPHONE MEETING AUTHORIZED**

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

#### **ARTICLE XIII - AMENDMENTS**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 30 day of September, 1998.

  
Miguel Font

**CERTIFICATE ACCEPTING DESIGNATION**

**AS**

**REGISTERED AGENT**

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I HEREBY CERTIFY that I have accepted the designation as Registered Agent of SWAN WORLD, INC. and agree to serve as its agent to accept service of process within this State as its Registered Office.

  
Miguel Font

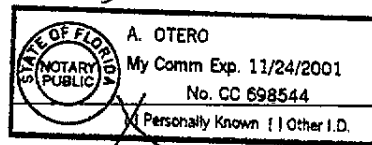
STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared *MIGUEL FONT* to me known to be the individual described in and who executed the foregoing Articles of Incorporation of *SWAN WORLD INC*, and that he acknowledged before me that he signed and executed same for the purposes of therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 30 day of September, 1998.

Commission Expires:



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