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Miami, November 9, 1998.

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

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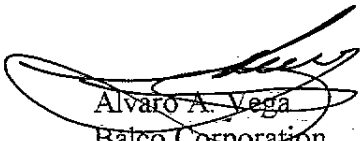
RE: BALCO CORPORATION

Dear Sir or Madam;

Enclosed please find the original and copy of Articles of Incorporation, together with a money order in the amount of \$ 132.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Register Agent Certificate for the above named Corporation.

Very Truly Yours,



Alvaro A. Vega
Balco Corporation
7707 Camino Real
Unit B-111
Miami, FL. 33143-7164
Phone (305) 412-0200
Fax: (305) 596-7755

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**ARTICLES OF INCORPORATION
OF
BALCO CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the Corporation is BALCO CORPORATION

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

7707 Camino Real
Unit B-111
Miami, Florida 33143-7164

ARTICLE III DURATION

The period of his duration is perpetual.

ARTICLE IV PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V CAPITAL STOCK

The Corporation shall have authority to issue 1000 shares all of one class, at .50 par value.

ARTICLE VI INITIAL REGISTER AGENT

The address of its initial registered office is 7707 Camino Real, Unit B-111, Miami, FL. 33143-7164 and the name of its initial register agent at said address is Alvaro

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Augusto Vega.

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) Directors, whose name and address are:

Alvaro A. Vega
7707 Camino Real, Unit B-111
Miami, FL. 33143-7164

and

Alvaro Jany Barbosa
7707 Camino Real, Unit B-111
Miami, FL. 33143-7164

ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) is:

Eliseo Lesassier
7707 Camino Real, Unit B-111
Miami, FL. 33143-7164

ARTICLE IX PREEMPTIVE RIGHTS

Preemptive rights shall be as follows:

1.- Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stocks of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other Corporation shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2.- The article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3.- No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the Corporation.

4.-These preemptive rights shall apply to any corporate obligation, which is convertible to or exchange for any stock of the Corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the Corporation.

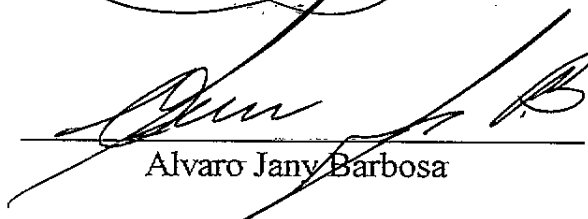
ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approve by the Board of Directors, proposed by them to the stockholders and approved at a stock holder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED: November 9, 1998


Alvaro A. Vega

DATED: November 9, 1998


Alvaro Jany Barbosa

CERTIFICATE OF DESIGNATION REGISTER AGENT/REGISTER OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organize under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

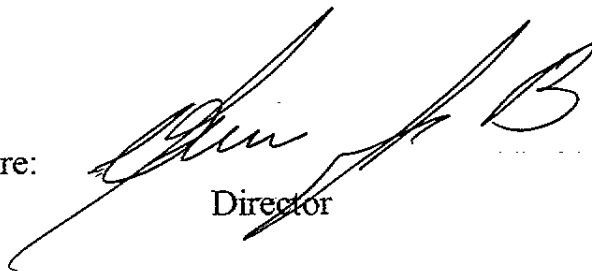
- 1.- The name of the Corporation is BALCO CORPORATION
- 2.- The name and address of the Registered Agent and Office is:

Alvaro A. Vega
7707 Camino Real, Unit B-111
Miami, FL. 33143-7164

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Dated: November 9, 1998

Signature:

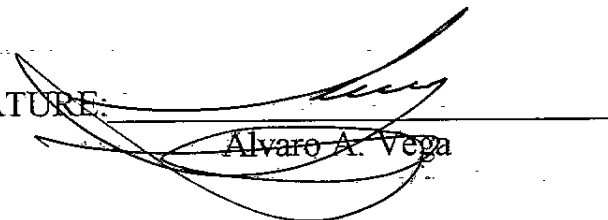


Director

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 REGISTER 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: November 9, 1998

SIGNATURE:



Alvaro A. Vega