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Charter Number Only

12/14/98 KARINA

K.C. ESQUIRE SERVICES

516 N.W. 57 AVE #201

MIAMI FL 33126

City State ZIP Phone

6797A.

VALIDATION ONLY

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 -12/15/98--01007--007
 *****78.75 *****78.75

CORPORATION(S) NAME

ENCOMIENDAS A HONDURAS CORP.



Empire Toll Free: 1-800-432-3028

FILED
 98 DEC 17 PM 12:32
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

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

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 510

CERTIFIED COPY

Handwritten signature



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

EMPIRE

MIAMI, FL

SUBJECT: ENCOMIENDAS A HONDURAS CORP.
Ref. Number: W98000028036

We have received your document for ENCOMIENDAS A HONDURAS CORP..
However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 698A00059012

THE TRANSLATION IN ENGLISH IS: PARCEL TO HONDURAS CORP.

RECEIVED
98DEC 17 AM 9:53
DIVISION OF CORPORATIONS

DEC 17 1998

**ARTICLES OF INCORPORATION
OF
ENCOMIENDAS A HONDURAS CORP.,**

FILED
98 DEC 17 PM 12:32
SECRETARY OF STATE
ALLAHASSEE FLORIDA

THE UNDERSIGNED, each a natural person competent to contract for the purpose of forming a corporation under the law of the State of Florida, hereby adopt(s) the following Articles of Incorporation for such corporation.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

ENCOMIENDAS A HONDURAS CORP.,

ARTICLE II - NATURE OF BUSINESS

Third corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with this Corporation wll begin business, shall not be less than One Hundred (\$100.00) Dollars.

ARTICLE V - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL ADDRESS

The initial street address in this State of the principal office of the Corporation shall be:

**1061 W. FLAGLER STREET
MIAMI, FLORIDA 33130**

ARTICLE VII -

DIRECTORS

1. The number of Directors of this Corporation shall be no less than (1)
2. The names and Street addresses of each member of the first Board of Directors are as follow:

| Name | Address |
|------------------------------------------------------------------|---------------------------------------------------------|
| RICHARD SUSSMAN JR. President, Secretary and Treasurer | 7601 NW 66 Street Miami, Florida 33166 |

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation as subscriber are as follow:

Title, Name & address
Richard Sussman Jr.
President, Secretary and Treasurer
7601 NW 66 Street
Miami, Florida 33166

Signature

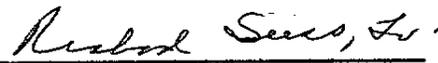


ARTICLE IX - REGISTERED AGENT

The street address of the initial Registered Office of this Corporation shall be 11204 Sacco Drive, Boca Raton, Florida 33428, and the name of the initial Registered Agent at such address shall be:

OSCAR SUSSMANN
11204 SACCO DRIVE
BOCA RATON, FLORIDA 33428

IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 12 day of December 1998.


Richard Sussman Jr.
President, Secretary and Treasurer

