

January 29, 1999

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

Ref: BADOR CORPORATION

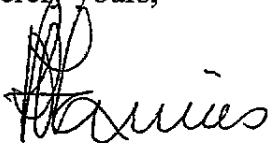
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*****122.50 *****78.75

Dear Sir/Madam:

Enclosed if the original and one copy of the Articles of Incorporation of Bador Corporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely yours,



RICHARD D. LOTHARIUS
Registered Agent for
Bador Corporation
540 Brickell Key Dr., Unit 827
Miami, FL 33131

FILED
99 FEB -2 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY FEB 5 1999

ARTICLES OF INCORPORATION

of

BADOR CORPORATION

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BADOR CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>RICHARD D. LOTHARIUS</u>		
ADDRESS	<u>1390 SO. DIXIE HWY, STE 2205</u>		
CITY	<u>CORAL GABLES</u>	FLORIDA	ZIP <u>33146</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>BADOR CORPORATION</u>		
ADDRESS	<u>540 BRICKELL KEY DR, UNIT 827</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33131</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JOSE E. ARCE</u>		
ADDRESS	<u>540 BRICKELL KEY DR, UNIT 827</u>		
CITY	<u>MIAMI</u>	STATE <u>FL</u>	ZIP <u>33131</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Jose E. Arce		
ADDRESS	540 Brickell Key Drive Apt 827		
CITY	Miami	STATE	Florida
		ZIP	33131
NAME	/ / / / /		
ADDRESS	/ / / / /		
CITY		STATE	
		ZIP	
NAME	/ / / / /		
ADDRESS	/ / / / /		
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of January, 19 99.

[Signature]

(Seal)

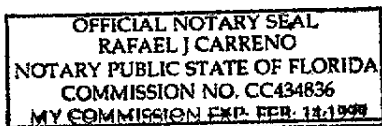
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(Seal)

Sworn to and subscribed before me this 26 day of January, 19 99.
by: JOSE EMILIO ARCE

Signature of Notary Public

Notary's Name, Printed, Stamped or Typed
Personally Known: _____ or Produced ID: _____
Type of ID produced: FDL



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

BADOR CORPORATION

(name of corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

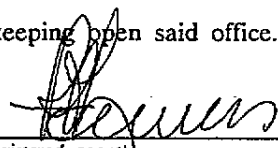
at 1390 SO DIXIE HWY, STE 2205
CORAL GABLES, FL 33146

has named RICHARD D. LOTHARIUS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)