



THE UNITED STATES
CORPORATION
COMPANY

P99000059818

ACCOUNT NO. : 072100000032

REFERENCE : 294297 7187979

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 78.75

ORDER DATE : July 1, 1999

ORDER TIME : 3:27 PM

700002921747--1

ORDER NO. : 294297-005

CUSTOMER NO: 7187979

CUSTOMER: Ms. Miriam Necuze
VERNER LIIPFERT BERNHARD
VERNER LIIPFERT BERNHARD
3100 First Union Financial Ctr
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: EMZA HOLDINGS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

TS 5/2/99

RECEIVED

99 JUL -1 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -1 AM 9:09

FILED

ARTICLES OF INCORPORATION

OF

EMZA HOLDINGS CORP.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

EMZA HOLDINGS CORP.---

1350 S.W. 122 Avenue, #121

Miami, FL 33184

ARTICLES II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

FILED
99 JUL -1 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Edmundo M. Zevallos
1350 S.W. 122 Avenue, #121
Miami, FL 33184

The name of the initial registered agent of this Corporation at that address shall be:

Ignacio E. Sánchez
Verner, Liipfert, Bernhard, McPherson and Hand Chartered
3100 First Union Financial Center
200 S. Biscayne Boulevard
Miami, FL 33131

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Edmundo M. Zevallos	1350 S.W. 122 Avenue, #121 Miami, FL 33184


ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Edmundo M. Zevallos	1350 S.W. 122 Avenue, #121 Miami, FL 33184

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 22nd day of June, 1999.



Edmundo M. Zevallos, Incorporator

DESIGNATION AND ACCEPTANCE


OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, EMZA HOLDINGS CORP., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Verner, Liipfert, Bernhard, McPherson and Hand, 200 South Biscayne Boulevard, Suite 3100, Miami, Florida 33131, has named Ignacio E. Sánchez, located thereat as its registered agent to accept service of process within this state.

By: 
Edmundo M. Zevallos, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Ignacio E. Sánchez
Registered Agent

FILED
99 JUL -1 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA