

P99000067887

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

STEEL WORKS GROUP, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 5, 1999

STEEL WORKS GROUP, INC.
330 S.W. 27TH AVE., STE. 702
MIAMI, FL 33135

SUBJECT: STEEL WORKS GROUP, INC.
REF: P99000067887

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000019386
Letter Number: 899A00039800

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF CORRECTION TO
ARTICLES OF INCORPORATION
OF
STEEL WORKS GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned director ^{/and President} of STEEL WORKS GROUP, INC., a Florida corporation (the "Corporation") hereby files these Articles of Correction in accordance with Section 607.0124 of the Florida Statutes to the Articles of Incorporation of the Corporation filed with the Florida Secretary of State on July 30, 1999, a filed copy of which is attached hereto, in order to correct Articles VII and VIII listing the number and names of the initial directors.

Articles VII and Article VIII should read in their entirety as follows:

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of six (6) persons.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Enrique Miranda
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Orlando Pimienta
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

PREPARED BY: K. LAWRENCE GRAGG
FL BAR NO. 189387
WHITE & CASE LLP
200 S. BISCAYNE BLVD., #4900
MIAMI, FL 33131

(305) 371-2700

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FAX AUDIT NO. H990000193864

FAX AUDIT NO. H990000193864

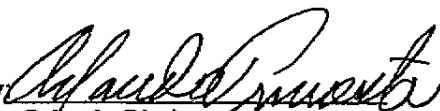
Jesus Villaraus
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Juan Manuel Leon del Valle
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Felipe J. Villaraus
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Nora Elena Garces
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal
this 4th day of August, 1999.

By: 
Orlando Pimienta
President

ARTICLES OF INCORPORATION
OF
STEEL WORKS GROUP, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be STEEL WORKS GROUP, INC. The initial mailing address of the Corporation shall be 330 S.W. 27TH Avenue Suite 702, Miami, FL 33135.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Enrique Miranda
330 S.W. 27th Avenue, Suite 702
Miami, Florida 33135

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 330 S.W. 27th Avenue, Suite 702, Miami, Florida 33135. The name of the initial Registered Agent of this Corporation at the above address shall be Enrique Miranda.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of five (5) persons.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Enrique Miranda
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Orlando Pimienta
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Jesus Villaraus
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Juan Manuel Leon del Valle
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

Felipe J. Villaraus
330 S.W. 27th Avenue, Suite 702
Miami, FL 33135

ARTICLE IX

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X

Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

FAX AUDIT NO. H990000193864

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 28 day of July, 1999.

By: 

Enrique Miranda

FAX AUDIT NO. H990000193864

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

STEEL WORKS GROUP, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 330 S.W. 27th Avenue, Suite 702, Miami, Florida 33135, as its initial Registered Office and has named Enrique Miranda, located at said address as its initial Registered Agent.

By: Enrique Miranda
Enrique Miranda
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: Enrique Miranda
Enrique Miranda
Registered Agent

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TALLAHASSEE, FLORIDA

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