

P99000081537



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 364346 7135588

AUTHORIZATION :

COST LIMIT : \$ 128.75

Patricia Pizub

ORDER DATE : September 3, 1999

ORDER TIME : 1:33 PM

ORDER NO. : 364346-005

800002978848--8

CUSTOMER NO: 7135588

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

DOMESTIC FILING

NAME: HUELEN, INC.

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:

524
Janna Wilson 20579
Janna Wilson GAVE

AUTHORIZATION BY PHONE TO

CORRECT Article 2

DATE 9/15/99

DOC. EXAM gf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:20

RECEIVED
99 SEP -3 PM 2:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

File 157



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -3 PM 1:20

September 7, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HUELEN, INC.
Ref. Number: W99000020579

We have received your document for HUELEN, INC. and the authorization to debit your account in the amount of \$128.75. However, the document has not been filed and is being returned for the following:

EFFECTIVE DATE IN ARTICLE II NEEDS TO BE REMOVE.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00044149

*Please make the effective date
8/30/99 that is with
5 days of filing.
Call with any questions
J Wilson 521-082*

RESUBMIT

Please give original
submission date as file date.

CERTIFICATE OF DOMESTICATION

FOR

HUELEN CORP.

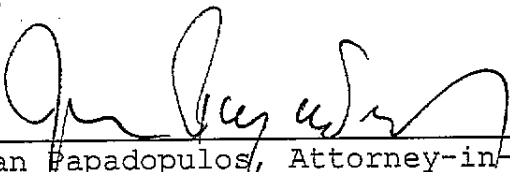
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -3 PM 1:20

Pursuant to Florida Statutes Section 607.1801, HUELEN CORP., a Panama corporation hereby files this Certificate of Domestication and states as follows:

1. Huelen Corp. was formed under the laws of Panama on March 18, 1992.
2. The name of the company immediately prior to the filing of the Certificate of Domestication was Huelen Corp.
3. The name of the company as filed with the Secretary of State of the State of Florida is Huelen, Inc.
4. The jurisdiction that constituted the seat of administration of the company prior to the filing of the Certificate of Domestication was Panama.

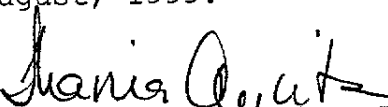
IN WITNESS WHEREOF, the undersigned has set his hand and seal this 31st day of August, 1999.


Juan Papadopoulos, Attorney-in-Fact

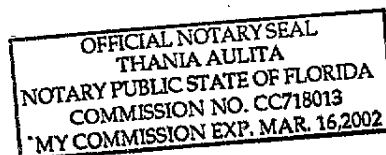
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Juan Papadopoulos, who acknowledged to and before me that he is attorney-in-fact of HUELEN CORP., a Panama corporation, and that he executed the foregoing Certificate of Domestication for the reasons and purposes therein expressed. He was personally known to me or produced a Florida Drivers License as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of August, 1999.


Notary Public

My Commission Expires:



ARTICLES OF INCORPORATION
OF
HUELEN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:20

ARTICLE I
Name

The name of the corporation is HUELEN, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE VI
Initial Board of Directors

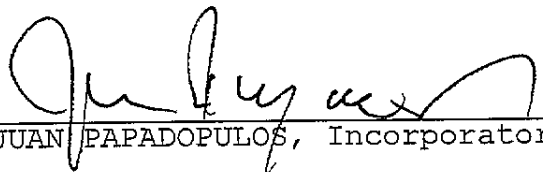
This corporation shall initially have one (1) director.

The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation is: JUAN PAPADOPULOS, 131 SE 1st Street, Miami, Florida 33131.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: JUAN PAPADOPULOS, 131 SE 1st Street, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30th day of August, 1999.



JUAN PAPADOPULOS, Incorporator

STATE OF FLORIDA:

SS:

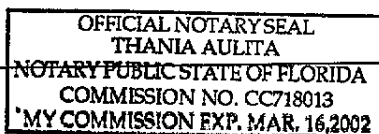
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 1st day of September, 1999, by JUAN PAPADOPULOS, ~~who is personally known to me or~~ who has produced a Florida Drivers License as identification.


Notary Public, State of Florida
at Large

Thania Aulita
Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -3 PM 1:20

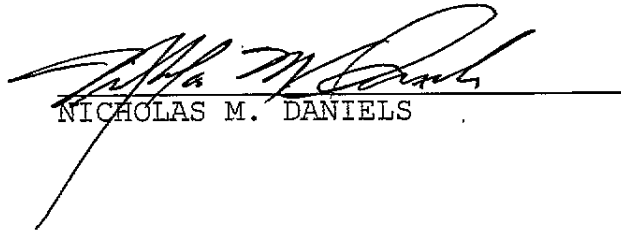
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

HUELEN, INC.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Act:

First--that HUELEN, INC., desiring to organize under the laws
of the State of Florida with its principal office at: c/o Therrel
Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue,
Suite 2400, Miami, Florida 33131, has named Nicholas M. Daniels,
Esq., located at SunTrust International Center, One S.E. 3rd
Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept
service of process within this state.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



NICHOLAS M. DANIELS