

799000095969
Memorandum

DATE: October 27, 1999

TO: Division of Corporations

FROM: Arleen Davis

RE: Incorporation of Hyla America Inc.,

CC: Dimitrios Karagounis

FILED

99 OCT 28 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/29/99--01003--007
****122.50 ****78.75

EFFECTIVE DATE
10-31-99

Enclosed you will the Articles of Incorporation for Hyla America Inc.. Upon finalization of the Incorporation please forward all Documents vis UPS in the enclosed envelope to Arleen Davis

1190 S.Dixie Hwy Coral Gables, Fla 33146. I would also like to request that our the incorporation have a back date of October 1, 1999.

If there should be any questions please feel free to contact me at (305)669-5557

Doris Brown GAVE
AUTHORIZATION BY PHONE TO
CORRECT HA receipt, & E7 date
DATE 11/1/99
DOC. EXAM Doris Brown

D. BROWN NOV - 1 1999

EFFECTIVE DATE
10-31-99

**ARTICLES OF INCORPORATION
OF
HYLA AMERICA INC.,**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.:

ARTICLE ONE

The name of the corporation is Hyla America Inc. The principal address shall be 1717 N. Bayshore Drive Apt 3239 Miami Florida 33132 and the mailing address shall be the same.

ARTICLE TWO

The Corporation shall have perpetual existence commencing on October 21, 1999.

ARTICLE THREE

The corporation is organized primarily for the purpose of Consultation, distribution, sales, technical and marketing assistance and service there of and any lawful business transaction not limited to the purchase and sell of investment properties and or stock.

ARTICLE FOUR

The aggregate number of shares the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and have a par value of ten (\$100).

ARTICLE FIVE

No shareholder shall have the right to sell, assign, Pledge, encumber, mortgage, transfer, or otherwise dispose of any of the shares without first offering such shares for sale first to the corporation and, if the corporation declines to purchase, then to the remaining shareholders.

1. If either the corporation or remaining shareholders, or both desire to purchase said shares but the parties cannot agree on a price, then the corporation and the transferring shareholder shall select each an appraiser, and the two appraisers shall select a third appraiser who shall be experienced in business, banking and accounting and who shall reside in the county in which the principal place of business of the corporation is located.

2. The three appraisers shall appraise such shares and the majority of the appraisers shall determine the value of such shares. In determining values good will

shall not be considered. The appraisal shall take place at the offices of the corporation and the appraisers shall notify the parties in writing of the time and place of the appraisal. The corporation and the transferring shareholder shall share the appraisal expenses.

ARTICLE SIX

The corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE SEVEN

The following actions shall require the affirmative vote or written consent of the holders of 510 percent of the issued and outstanding shares of the corporation: amendment of the articles of incorporation, merger or consolidation, sale, conveyance, exchange, transfer, or any other disposition of substantially all of the property and assets of the corporation; or the voluntary dissolution, liquidation or winding up of the corporation.

ARTICLE EIGHT

The registered agent shall be Dimitrios Karagounis 1717 N. Bayshore Drive Apt 3239 Miami Fla 33132.

ARTICLE NINE

The officers of the corporation shall be:

Eric Imiola 1717 N. Bayshore Drive Miami Apt 3239 Fl 33132 Vice Pres./Treas.

Dimitrios Karagounis 1717 N. Bayshore Drive Apt 3239 Miami, FL 33132
Pres./Sec.

ARTICLE TEN

The name and address of the incorporators are:

Executed by the undersigned incorporators at Miami, Dade County, Florida this _____ day of April AD 1999.

I HEREBY ACCEPT THE DESIGNATION AS
REGISTERED AGENT.

Dimitrios Karagounis

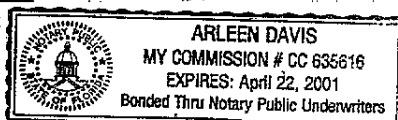
STATE OF FLA INCORPORATOR/REGISTERED AGENT

COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 30 day of September 1999 by Dimitrios Karagounis known to me personally as the person executing this document and who did take oath.

Notary *Arleen Davis*

My commission expires



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TALLAHASSEE, FLORIDA