Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-358-1666
Fax: 305-371-8759

Antonio R. Zamora
of Counsel
Direct Dial: 305-379-5574
E-mail: zamora@hugheshubbard.com

P000 0006 6496

July 5, 2000

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

```
1000033318041--4
 -07/10/00--01103--006
 *****78.75  *****78.75
```

Re: Arutneva, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of Arutneva, Inc., along with the filing fee of $78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,

ARZ/dh
Enc.

W6-MI982650.005   One Battery Park Plaza   47, Avenue Georges Mandel   1775 I Street, N.W.   350 South Grand Avenue
                   New York, NY   75116 Paris, France   Washington, D.C.   Los Angeles, CA
                   10004-1482   (33) (1) 44.05.80.00   20006-2401   90071-3442
                   212-837-6000   202-721-4600   213-613-2800

ARTICLES OF INCORPORATION
OF
ARUTNEVA, INC.

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation is ARUTNEVA, INC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the corporation shall be 201 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE III -- DURATION

The corporation shall have perpetual existence.

ARTICLE IV -- PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 10,000 Shares of $1.00 par value common stock.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora, Esq.
201 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

W6-MI003680.140

ARTICLE VII -- INITIAL BOARD OR DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

Elias Cababie Daniel
19355 Turnberry Way, Apt. 2F
Aventura, FL 33180

ARTICLE VIII -- OFFICERS

The name, address and position of the initial officer of the corporation is set forth below and such person shall hold such office until his successor is elected by the Board of Directors:

Elias Cababie Daniel   President and Secretary
19355 Turnberry Way, Apt. 2F
Aventura, FL 33180

ARTICLE IX -- BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders of the Board of Directors.

ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI -- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.
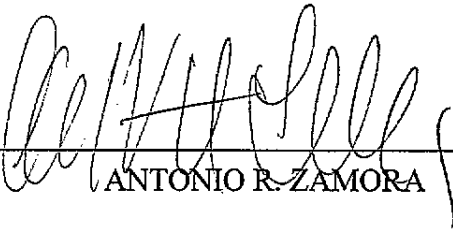
ARTICLE XII -- INCORPORATOR

The name and the address of the person signing these Articles is as follows:

Antonio R. Zamora, Esq.
201 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of July, 2000.
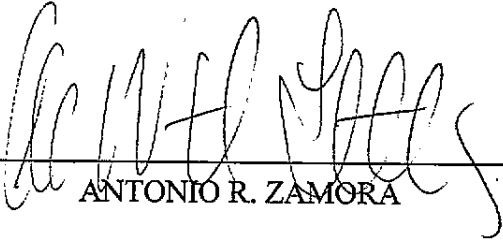
_____
ANTONIO R. ZAMORA

- 3 -

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 5th day of July, 2000.

_____
ANTONIO R. ZAMORA

-4-