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BRADLEY OWEN JUNE
MEMBER OF FLORIDA BAR ONLY

February 26, 1996

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

ATTENTION: New Corporate Filings

RE: **Invernepro, S.L., Inc.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the above referenced corporation's Articles of Incorporation. Please file same and return copy thereof stamped as "filed".

A check for the fees necessary to cover the following items is enclosed:

Filing fees	\$ 35.00
Certified copy of articles	52.50
Registered agent designation	<u>35.00</u>
TOTAL	\$ 122.50

PLEASE USE THE ENCLOSED POSTAGE PAID EXPRESS MAIL ENVELOPE FROM THE U.S. POSTAL SERVICE TO RETURN THESE DOCUMENTS TO US.

Thanking you for your time and assistance, we are,

Very truly yours,

BRAUWERMAN & ASSOCIATES, P.A.

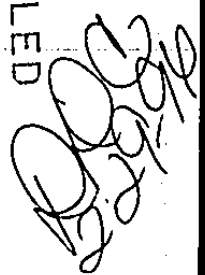

Bradley O. June

Enclosures (as indicated)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 27 AM 11:45

FILED



ARTICLES OF INCORPORATION
OF
INVERMEPRE, S.L., INC.

FILED
96 FEB 27 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: Invermepre, S.L. Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK,

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock with one dollar par value.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. INITIAL PRINCIPAL OFFICE.

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

150 S.E. 25th Road
Suite 5-J
Miami, Florida 33129

ARTICLE VI. INITIAL REGISTERED AGENT

The initial registered agent and the street address of the office of the registered agent of this corporation in the State of Florida shall be:

Brauerman & Associates, P.A.
1000 Brickell Avenue, Suite 520
Miami, Florida 33131

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street addresses are:

Julian Guisado Acevedo
Apolonio Morales, 11
28036 Madrid, Spain

Mohamed Lakhdar Kebdani
Apolonio Morales, 11
28036 Madrid, Spain

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLES IX. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as Incorporators are:

Julian Guisado Acevedo
Apolonio Morales, 11
28036 Madrid, Spain

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 26 day of February, 1996.



Julian Guisado Acevedo

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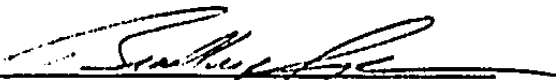
RESIDENT AGENT

96 FEB 27 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for ~~Inverness~~
S.L. Inc., at 1000 Brickell Avenue, Suite 520, Miami, Florida 33131
I hereby accept to act in this capacity, and agree to comply with
the provisions of the Florida Statutes relative to keeping open
said office.

Brauerman & Associates, P.A.


By: Bradley O. June