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ACCOUNT NO. : 072100000032

REFERENCE : 952635 81054A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 14, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 952635

CUSTOMER NO: 81054A

CUSTOMER: James M. Schiff, Esq
JAMES M. SCHIFF, ESQ

Suite 1609
9130 South Dadeland Blvd
Miami, FL 33156

PRINTED ON 5/14/96
+05/14/96+01001-0001
+++122.50 +++122.50

DOMESTIC FILING

NAME: CAGEMA AGENCIES, 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: Daniel W Leggett

EXAMINER'S INITIALS:

5/15/96
[Signature]

CS 5/14/96
814-917-0313

ARTICLES OF INCORPORATION
OF
CAGEMA AGENCIES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

CAGEMA AGENCIES, INC.
3625 N.W. 82 Avenue
Miami, Florida 33166

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	No Par Value	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be James M. Schiff.

ARTICLE VI

This corporation shall have at least one (2) directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and address of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Frank R. Wellnitz	P.O. Box 68 San Juan 00902 Puerto Rico
Franck Beroard	CGM SUD Fort De France Avenida Charles De Gaulle Martinique

ARTICLE VIII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Frank R. Wellnitz
(President)

P.O. Box 68
San Juan 00902
Puerto Rico

Etienne Ronsain
(Secretary)

CGM SUD
22, Quai Gallieni
92158 Suresnes Cedex
Paris, France

ARTICLE IX

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X

The name and address of the incorporator is FRANK R. WELLNITZ, P.O. Box 68, San Juan 00902, Puerto Rico.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13 day of May, 1996.

Frank R. Wellnitz (seal)
FRANK R. WELLNITZ

STATE OF FLORIDA)
COUNTY OF DADE) SS:

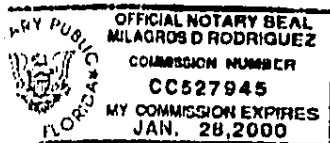
The foregoing instrument was acknowledged to before me this 13 day of May, 1996, by FRANK R. WELLNITZ, who is personally known to me to who has produced _____ as identification and who did take an oath.

Milagros D. Rodriguez
Notary Public, State of Florida
at Large

My Commission Expires:

Milagros D. Rodriguez
(Printed Notary Name)

Commission No. 01527945



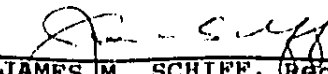
FILED
95 MAY 14 PM 2:20
TALLAHASSEE, FLORIDA

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

In compliance with the laws of Florida, the following is submitted.

First -- That **CAGEMA AGENCIES, INC.** under the laws of the State of Florida, has named **JAMES M. SCHIFF**, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156 as its statutory registered agent.

Having named statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



JAMES M. SCHIFF, Registered Agent

Dated this 13 day of May, 1996.