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MONTELLO & KENNEY, P.A.

701 BRICKELL AVENUE

SUITE 1200

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 373-3739

July 30, 1997

97 JUL 31 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: AURUM CHEMICALS CORP.

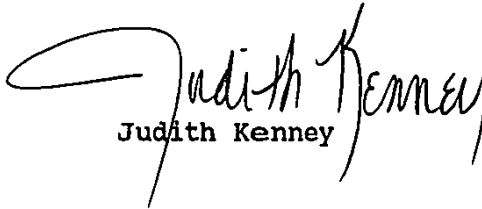
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed herewith please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation in this matter and, if you have any questions, please call.

Sincerely,

  
Judith Kenney

JK:af

Enclosures

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AURUM CHEMICALS CORP.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AURUM CHEMICALS CORP.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Rodrigo Avila Castellanos  
c/o Montello & Kenney, P.A.  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation  
is:

Judith Kenney  
MONTELLO & KENNEY, P.A.  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

ARTICLE VIII

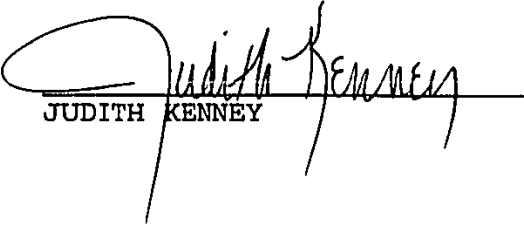
The mailing address of the Corporation's principal office  
shall be:

701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses  
on behalf of, its officers and directors to the fullest extent not  
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 30th day of July, 1997.

  
JUDITH KENNEY

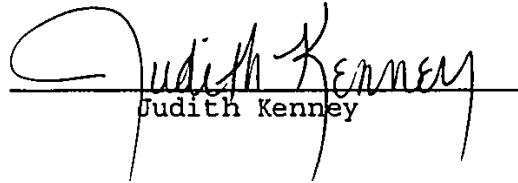
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of AURUM CHEMICALS  
CORP., the undersigned accepts such appointment and agrees to act  
in such capacity.

Dated this 30th day of July, 1997.

  
Judith Kenney

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