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2/25/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
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ACCT#: 110432003053

FAX #: (305)672-9110

EFFECTIVE DATE

2-20-98

NAME: GRUPO INDUKERN CORP.

AUDIT NUMBER.....H98000003841

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: GRUPO INDUKERN CORP.
REF: W98000004276

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan
Document Specialist

FAX Aud. #: H98000003841
Letter Number: 598A00010845

English translation:

"Group Indukern Corp."

↑
not a Spanish
word - just a
name - no English
translation

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

H98000003841

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Grupo Indukern Corp.

EFFECTIVE DATE
2-20-98

Article II. Address

The mailing address of the Corporation is:
Grupo Indukern Corp.
6400 NW 110 Avenue
Doral Isles, Pacifica #8
Miami FL 33178

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Antonio Vidal
Francisco Vila
Francisco Diaz-Varela

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802

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Article V. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

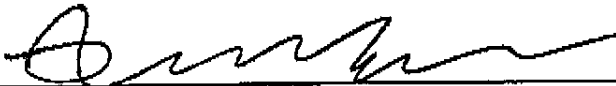
The name and address of the incorporator is:

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130.

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 25, 1998.



JURIS MAGISTER CORPORATE SERVICES
Luis Agramunt President
by L.A. Uriarte as attorney-in-fact

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

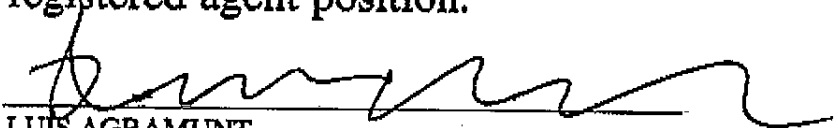
CORPORATION:

Grupo Indukern Corp.

REGISTERED AGENT/OFFICE:

**Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT
by L.A. Uriarte as attorney-in-fact

Date: February 25, 1998

**Juris Maglster Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802**

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