

PROO00009 3614

AMERICAN LIMITED
25 S.E. 1st ave., Suite 435
Miami, FL 33131
Ph: 305-358-3655 Fax: 305-358-3272

10-30-98

200002677902--3
-11/02/98--01082--016
*****70.00 *****70.00

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sirs:

Enclosed we send 2 originals and 1 copy of the Articles of Incorporation of
HERING USA CORPORATION., to be registered and returned to us, self stamped
envelope attached.

Enclosed also check amount \$70.00 for your fee.

If you should have any questions, please let us know.

Sincerely,


Rene B. Gioia Jr.

FILED
98 NOV -2 PH 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV. 5 1998


ARTICLES OF INCORPORATION

FILED
98 NOV -2 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: HERING USA CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be,
25 SE 2nd Avenue, Suite 435, Florida 33131.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$ 1.00 each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite the name:

ALBERTO BERTOLAZZI 1000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and street address of the initial director of this corporation is:

ALBERTO BERTOLAZZI
25 SE 2nd Ave., Suite 435, Miami, Florida 33131

President & Secretary

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

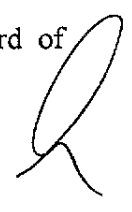
At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving on candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.



ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

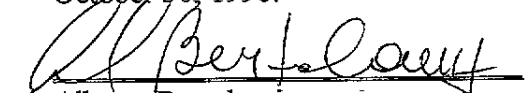
In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

ALBERTO BERTOLAZZI
25 SE 2nd Ave., Suite 435, Miami, FL 33131

The undersigned subscriber have executed these Articles of Incorporation this day of October 30, 1998.

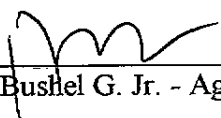

Alberto Bertolazzi
President & Secretary

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Rene Bushel G. Jr.,

The street address of the initial registered agent of this corporation is 25 SE 2nd Ave., Suite 435, Miami, FL 33131.

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 of Florida statutes.


Rene Bushel G. Jr. - Agent

Date: 10/30/98

FILED
98 NOV -2 PM 1:56
SEAL STATE
TALLAHASSEE FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, an officer duly authorized in the state of aforesaid and in the County aforesaid, to take acknowledgments, personally appeared :

Alberto Bertolazzi.

To me know to be the person described in and who executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the County and State last aforesaid on this 30th day of October, 1998.



Rene B. Gioia Jr.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



RENE GIOIA, JR.
COMMISSION # CC 435913
EXPIRES JAN 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.