

P97000007723



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 235235 4303929

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 122.50

ORDER DATE : January 24, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 235235-005

CUSTOMER NO: 4303929

800002068068--4

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: IRGON PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

DM
1/27/97

FILED
97 JAN 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JAN 24 AM 11:39
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
IRGON PROPERTIES, INC.

FILED
97 JAN 24 PM 2: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is IRGON PROPERTIES, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 101 N.W. 85 Place, Miami, Florida 33126.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 101 N.W. 85 Place, City of Miami, County of Dade, State of Florida 33126 and the name of its initial registered agent at such office is Paulo Marcio P. Goncalves.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Paulo Marcio P. Gonçalves
101 N.W. 85 Place
Miami, Florida 33126

Luiz Otavio P. Gonçalves
101 N.W. 85 Place
Miami, Florida 33126

José Claudio P. Gonçalves
101 N.W. 85 Place
Miami, Florida 33126

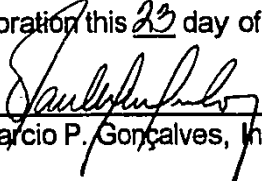
ARTICLE VII

The name of the Incorporator is Paulo Marcio P. Gonçalves and the address of the Incorporator is 101 N.W. 85 Place, Miami, Florida 33126.

ARTICLE VIII

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

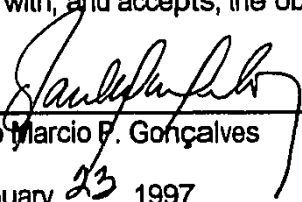
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23 day of January, 1997.



Paulo Marcio P. Gonçalves, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of IRGON PROPERTIES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Paulo Marcio P. Gonçalves

Dated: January 23, 1997