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TODD M. WERNSTROM, P.A.

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TODD M. WERNSTROM

422 FLEMING STREET
KEY WEST, FLORIDA 33040
TELEPHONE: (305) 294-2400
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ALSO ADMITTED TO PRACTICE
IN THE U.S. DISTRICT COURT
FOR THE SOUTHERN & MIDDLE
DISTRICTS OF FLORIDA

March 31, 2000

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

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*****78.75 *****78.75

RE: Articles of Incorporation of EAMES NEMORIN, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and check in the amount of \$78.75 for the above referenced Florida corporation. Please return a stamped copy to me in the enclosed self-addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Very truly yours,

TODD M. WERNSTROM, P.A.

TMW/gg

FILED
00 APR -3 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 4/7

ARTICLES OF INCORPORATION

OF

EAMES NEMORIN, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be EAMES NEMORIN, INC.

ARTICLE II

Address of Corporation

The mailing address and principal office location of the Corporation shall be:

EAMES NEMORIN, INC.
1000 West Avenue, Suite 221
Miami Beach, Florida 33139

ARTICLE III

Nature of Business

The general nature of the business and the activity to be transacted and carried on by this Corporation is to carry on any and all lawful business operations.

ARTICLE IV

Stock

The designation of shares, the authorized number of shares and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Per Value Per Share</u>
Common Stock	500	\$.01 Par

The holders of the Common Stock shall have voting rights of one vote per share except as otherwise provided by applicable law.

FILED
OCT-3 AM 9:33
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

ARTICLE V
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Todd M. Wernstrom
1826 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VI
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 1000 West Avenue, Suite 221, Miami Beach, Florida 33139. The name of the initial registered agent of the Corporation at the above address shall be Polly Eames. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected, are as follows:

Polly Eames
1000 West Avenue, Suite 221
Miami Beach, Florida 33139

Benedicte Nemorin
1000 West Avenue, Suite 221
Miami Beach, Florida 33139

ARTICLE X
Officers

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XII
Indemnification of Directors
and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

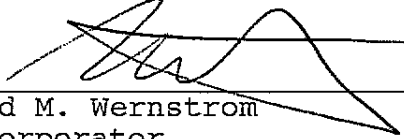
ARTICLE XIII
Financial Information

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders on a quarterly basis. The corporation shall not be required to file a balance sheet or profit and loss statement in its registered office. These provisions shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV
Amendment

These Articles of Incorporation may only be amended by a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 30th day of March, 2000.

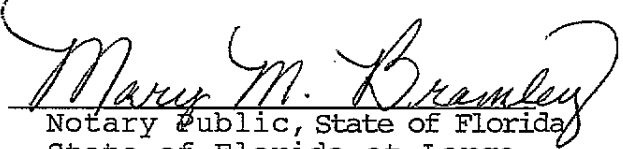


Todd M. Wernstrom
Incorporator

(SEAL)

STATE OF FLORIDA)
)
COUNTY OF DADE)

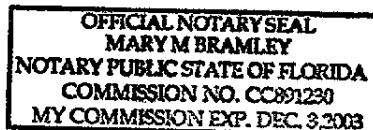
I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 30th day of March, 2000, by TODD M. WERNSTROM who is personally known to me identification and who did not take an oath.



Notary Public, State of Florida
State of Florida at Large

MARY M. BRAMLEY

Printed Name of Notary Public



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

EAMES NEMORIN, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1000 West Avenue, Suite 221, Miami Beach, Florida 33139 as its initial Registered Office and has named Polly Eames, located at said address, as its initial Registered Agent.

BY: _____

Todd M. Wernstrom
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY: _____

Polly Eames
Registered Agent

FILED
00 APR -3 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA