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ACCOUNT NO. : 072100000032

REFERENCE : 832365 7199649

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizante

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 15 PM 1:25

ORDER DATE : September 15, 2000

ORDER TIME : 12:30 PM

ORDER NO. : 832365-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque
Hunton & Williams

000003394800--1

1 Biscayne Tower
2 South Biscayne Blvd
Miami, FL 33131

DOMESTIC FILING

NAME: INVESTIA (U.S.A.), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 SEP 15 PM 12:58

RECEIVED

9/18/00

00 SEP 15 PM 1:25

**ARTICLES OF INCORPORATION
OF**

INVESTIA (U.S.A.), INC.

ARTICLE I - NAME

The name of the corporation is Investia (U.S.A.), Inc. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Abigail C. Watts-FitzGerald.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the Board of Directors shall initially be one (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The manner of election of members of the

Board of Directors shall be regulated by the Bylaws of the Corporation. The names and address of the initial member of the Board of Directors of the Corporation is Cherif Y. Bebawi, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Abigail C. Watts-FitzGerald, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of September, 2000.


Incorporator: Abigail C. Watts-FitzGerald

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DIVISION OF CORPORATIONS

00 SEP 15 PM 1:25

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Investia (U.S.A.), Inc., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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 am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 14th day of September, 2000.


Registered Agent