

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000019222

Lynbrook, Inc.

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<input type="checkbox"/>	LTD Partnership File			
<input type="checkbox"/>	Foreign Corp. File			
<input type="checkbox"/>	L.C. File			
<input type="checkbox"/>	Fictitious Name File			
<input type="checkbox"/>	Trade/Service Mark			
<input type="checkbox"/>	Merger File			
<input type="checkbox"/>	Art. of Amend. File			
<input type="checkbox"/>	RA Resignation			
<input type="checkbox"/>	Dissolution / Withdrawal			
<input type="checkbox"/>	Annual Report / Reinstatement			
<input checked="" type="checkbox"/>	Cert. Copy			
<input type="checkbox"/>	Photo Copy			
<input checked="" type="checkbox"/>	Certificate of Good Standing			
<input type="checkbox"/>	Certificate of Status			
<input type="checkbox"/>	Certificate of Fictitious Name			
<input type="checkbox"/>	Corp Record Search			
<input type="checkbox"/>	Officer Search			
<input type="checkbox"/>	Fictitious Search			
<input type="checkbox"/>	Fictitious Owner Search			
<input type="checkbox"/>	Vehicle Search			
<input type="checkbox"/>	Driving Record			
<input type="checkbox"/>	UCC 1 or 3 File			
<input type="checkbox"/>	UCC 11 Search			
<input type="checkbox"/>	UCC 11 Retrieval			
<input type="checkbox"/>	Courier			

Signature

Requested by:

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Name Date Time

Walk-In Will Pick Up

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, **Hubert W. Braam**, Managing Director of **PEARL TRUST AND MANAGEMENT CORPORATION (BONAIRE) N.V.**, a Netherlands Antilles corporation, Managing Director of **LYNBROOK N.V.**, a Netherlands Antilles corporation (the "Company"), as authorized and empowered in the resolutions of Special General Meeting of Shareholders of the Company held in Curacao, Netherlands Antilles on January 10, 2001, attached hereto together with the Certificate of Corporate Resolutions, state:

1. That under the provisions of Florida Statute §607.1801, Lynbrook N.V., organized under the laws of the Netherlands Antilles on March 26, 1979, hereby elects to change its seat and place of incorporation to the State of Florida, United States of America.
2. That under the provisions of Article 3 of the Antillean Ordinance concerning change of corporate seat to third countries, corporations can change the seat of incorporation by resolution to the effect taken by its stockholders.
3. That Lynbrook N.V. was incorporated in the city of Curacao, Netherlands Antilles, by Public Deed dated March 26, 1979, before Civil Notary of the city of Curacao, Dr. Marcel van der Plank.
4. That the name of the Company prior to the filing of this Certificate was Lynbrook N.V.
5. That the name set forth in the Articles of Incorporation in accordance with Florida Statute §607.0120, is Lynbrook Inc.
6. That the jurisdiction that constitute the seat, siege social, or principal place of business or central administration of the Company immediately prior to the filing of this Certificate of Incorporation is the city of Curacao, Netherlands Antilles.
7. That the sixthousand (6,000) shares issued by Lynbrook N.V. when first organized in the city of Curacao, Netherlands Antilles on March 26, 1979, have been cancelled and exchanged for 1000 nominative shares issued by said Company as a domesticated Florida corporation are as follows: five hundred (500) shares to Jose Ramon Ruiz and five

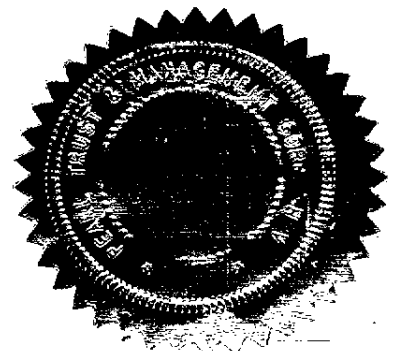
hundred (500) shares to Juan Jose Caso and Maria Teresa Llano, his wife, as tenants by the entirety.

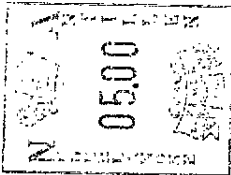
Curacao, February 9, 2001

LYNBROOK N.V.
By its Managing Director PEARL TRUST
AND MANAGEMENT CORPORATION
(BONAIRE) N.V.

By: _____

Hubert W. Braam
Managing Director





Seen for legalization of the signature appearing on the preceding document of Mr. Hubert Waldi Braam, Jr., LL.M., residing in Curaçao, Netherlands Antilles, managing director of the limited liability company PEARL TRUST AND MANAGEMENT CORPORATION (BONAIRE) N.V., established in Bonaire, with a registered office in Curaçao, by me, Miguel Lionel Alexander, LL.M., a civil law notary, practicing in Curaçao, Netherlands Antilles, on this 15th day of February, 2001.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao, Netherlands Antilles

This public document

2. has been signed by Miguel L. Alexander, LL.M.

3. acting in the capacity of civil law notary

4. bears the seal/stamp of said civil-law notary

Mr. M.L. Alexander

Certified

5. at Curaçao

6. the **16 FEB 2001**

7. For the Lieutenant Governor of the Island of Curaçao,

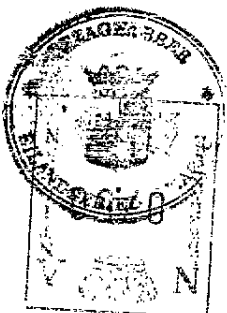
The head of the Dept. "Civil Registry & Elections".

8. No. **527**

9. Seal/stamp:

10. Signature:

Dorothea-Frans, M.A.



ARTICLES OF INCORPORATION
OF
LYNBROOK INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation, when incorporated in the Netherlands Antilles, was LYNBROOK N.V.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on March 26, 1979, the date of incorporation of the corporation under the laws of the Netherlands Antilles and, having elected to change its seat to the State of Florida, hereby files this Certificate of Incorporation pursuant to Section 607.1801 of the Florida Statutes, as amended, for its operation in this State as a Florida corporation.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares". The original 6000 nominative shares originally issued by the Corporation are hereby canceled and declared null and void.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, Esq., 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors and first officers who shall hold office for the first year of the corporation's existence

or until their successors are elected and qualified are as follows:

Juan Jose Caso, Jr. 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134	President/Director
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Juan J. Caso 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134	Vice President/Director
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Jose Ramon Ruiz 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134	Vice President/Director
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Luis Caso 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134	Vice President/Director
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Armando Moya 717 Ponce de Leon Blvd. Suite 234 Coral Gables, FL 33134	Vice President
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Frank R. S. Fabre 717 Ponce de Leon Blvd. Suite 234 Coral Gables, Fl. 33134	Secretary
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ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Frank R. S. Fabre 717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of February, 2001.


FRANK R. S. FABRE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20TH DAY OF FEBRUARY, 2001.


FRANK R. S. FABRE, Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing was acknowledged before me, this 20th day of February, 2001, by FRANK R. S. FABRE, to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of LYNBROOK INC. He is personally known to me and did take an oath.



Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC