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AUTHORIZATION :

Patricia Piquet

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ORDER DATE : October 15, 2001

ORDER TIME : 2:02 PM

ORDER NO. : 943084-005

CUSTOMER NO: 4301763

CUSTOMER: Ms. Donna Pekarsky
Jenkins & Gilchrist Parker
Chapin LLP
The Chrysler Building
405 Lexington Avenue
New York, NY 10174

100004638681--8

DOMESTIC FILING

NAME: INTERAMERICAN ACQUISITION
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1114

EXAMINER'S

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT 16 PM 3:15

RECEIVED

FILED
2001 OCT 16 PM 3:43
TALLAHASSEE FLORIDA
SECRETARY OF STATE

10/16/01

ARTICLES OF INCORPORATION

OF

INTERAMERICAN ACQUISITION CORP.

2001 OCT 16 PM 3:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is: InterAmerican Acquisition Corp.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 4770 Biscayne Boulevard PH-F, Miami, Florida 33137, United States of America

ARTICLE III - DURATION

The corporation shall have perpetual existence commencing the date these Articles of Incorporation are filed with the Secretary of State.

ARTICLE IV - PURPOSES

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States of America and of this State, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States of America, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States of America or by the foreign country.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, having a par value of one cent (\$.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by resolution of the By-laws, but shall not be less than one (1).

The names and addresses of the initial directors are:

Howard Stock
c/o InterAmerican Resources, Inc.
PO Box 370219
Miami, Florida 33137
United States of America

Allan Smith
c/o InterAmerican Resources, Inc.
PO Box 370219
Miami, Florida 33137
United States of America

ARTICLE VIII – INCORPORATOR

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

Mitchell S. Nussbaum, Esq.
Jenkins & Gilchrist Parker Chapin LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
United States of America

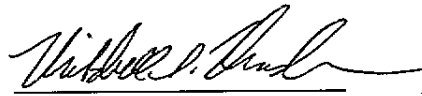
ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer of the corporation, to the full extent permitted by law.

ARTICLE X – AMENDMENT

The 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of October, 2001.



Mitchell S. Nussbaum, Esq.

2001 OCT 16 PM 3:43

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Laura R. Dunlap

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