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January 28, 2002

Federal Express

FILED
JAN 30 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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****137.50 ****137.50

Re: Certificate of Domestication by Gonme Inc.
Articles of Incorporation of Gonme, Inc.

Gentlemen:

Enclosed are two (2) copies of each of the following:

1. Certificate of Domestication by Gonme Inc.
2. Articles of Incorporation for Gonme, Inc.

Also enclosed is our check in the amount of \$137.50, representing the following:

Filing fee for Certificate of Domestication	\$50.00
Certified copy of Certificate of Domestication	8.75
Filing fee for Articles of Incorporation	35.00
Designation of Registered Agent	35.00
Certified copy of Articles of Incorporation	8.75

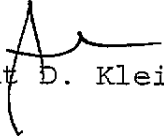
Please return certified copies of the Certificate of Domestication and Articles of Incorporation to the undersigned in the enclosed Federal Express envelope.

QB 3/4

Secretary of State
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If there are any questions, please contact the undersigned.

Very truly yours,



Brent D. Klein

BDK/ic
Enclosures

CERTIFICATE OF DOMESTICATION

BY

GONME INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1801 of the Florida Business Corporation Act, Gonme Inc., a company organized and existing under the laws of the Cayman Islands, for the purpose of domestication in the State of Florida hereby certifies:

ARTICLE I

Place and Date of Incorporation

Gonme Inc. was incorporated in the Cayman Islands on May 8, 1978.

ARTICLE II

Name of Corporation
Prior to Filing of Certificate of Domestication

The name of the corporation immediately prior to the filing of this Certificate of Domestication was Gonme Inc.

ARTICLE III

Name of Corporation
Upon Filing of Certificate of Domestication

The name of the corporation as set forth in the Articles of Incorporation filed simultaneous with the filing of this Certificate of Domestication is Gonme, Inc.




ARTICLE IV

Principal Place of Business

The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, immediately prior to the filing of this Certificate of Domestication was the Cayman Islands.

Executed this 25 day of January, 2002.

GONME INC.

By: 
Sergio L. Fernandez, Secretary

ARTICLES OF INCORPORATION

OF

GONME, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Gonme, Inc. and its address is 1600 Micanopy Avenue, Coconut Grove, Florida 33133.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000 shares, with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address



is Thomas R. Spencer, Jr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Juan P. Alduncin
1600 Micanopy Avenue
Coconut Grove, Florida 33133

Pablo Medina
9000 S.W. 56th Street
Miami, Florida 33165

Sergio L. Fernandez
2721 S.W. 92nd Place
Miami, Florida 33165

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Sergio L. Fernandez
2721 S.W. 92nd Place
Miami, Florida 33165

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

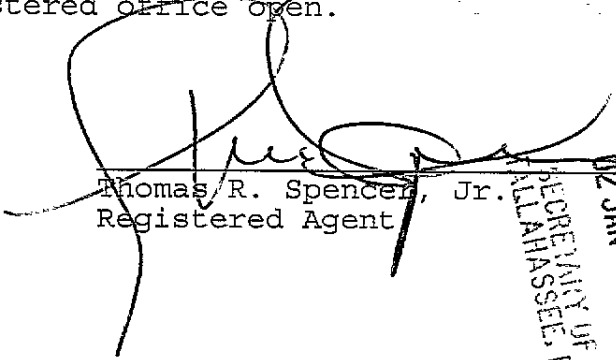
Executed by the undersigned on the 25 day of January, 2002.



Sergio L. Fernandez

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Thomas R. Spencer, Jr.
Registered Agent

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