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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

IMER LATINOAMERICA Y EL CARIBE, INC.

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ARTICLES OF INCORPORATION

OF

IMER LATINOAMERICA Y EL CARIBE, INC.

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is

IMER LATINOAMERICA Y EL CARIBE, INC.

The corporate name and its connected rights shall be ruled and modified according to the regulation expressly contained in the Shareholders' Agreement.

ARTICLE TWO

The general nature of the business to be transacted by the Corporation is:

a. Any activity or business permitted under the laws of the United States and/or the State of Florida.

b. And, in general, to carry on any business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

c. And, further, to borrow or raise money for the purpose of the company, and to secure the same and interest, or for any other purpose. To mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligation or negotiable instruments.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

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ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$100.00 per share.

The Corporation shall not issue any shares or elect to sell any treasury shares or securities without the consent of the 2/3 (two thirds) of the issued shares entitled to vote.

In any event, except to the extent limited by Florida Business Corporation Act, section 607.0630 (2), the shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions to acquire proportional amounts of the corporation's unissued shares and treasury shares upon the decision of the Board of Directors to issue them.

The preemptive right shall be only an opportunity to acquire shares under such terms and conditions fixed by the Board of Directors.

According to section 3 of this article, a written notice of proposed purchase (communicated in person by post, e-mail or other method of delivery) must be served on the shareholders. The notice must specify the price or amount per share to be paid, the proportional amount of shares offered to each shareholder and all the terms and conditions to exercise the preemptive rights. The shareholders shall have not less than thirty (30) days and not more than ninety (90) days after the notice to exercise their preemptive right to purchase. In such a case, a written notice (communicated in person by post, e-mail or other method of delivery) shall be served on the Corporation.

The shareholders may elect to acquire part (if any) or all the shares offered to them, pro rata, in proportion to their ownership of shares in the Corporation, or in such other proportion as they shall otherwise agree upon. If some shareholder does not elect to acquire part or all the shares offered to it (him/her) or if it (he/she) fails to purchase them within the time and in the manner specified in the written notice of proposed purchase, the Secretary of the Corporation shall promptly give written notice of that fact to the other shareholders. Within twenty (20) days after the mailing to it by the Secretary, the other shareholders may deliver by mail, or otherwise, to the Secretary a written notice to purchase the offered shares at the price and on the terms stated in section 5 of this article.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one (1) year after being offered by written notice pursuant to section 3 of this article to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of 1 year is subject to the shareholders' preemptive rights according to the conditions and terms specified in this article.

Every shareholder may waive his/his/her preemptive right. The waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

Any and all notices required or permitted by this article must be served on any shareholder by a registered letter with advice of delivery or electronic fac-

simile transmission or e-mail (but in the last two cases, with a copy by DHL overnight courier service or a comparable reputable overnight courier) and addressed to them at the addresses specified in the written notice or, if any, at the addresses shown in the voting record or in the Corporation's current records. All the above mentioned communications shall be deemed to have been duly given on the date of service if served personally; on the date of sending of services via electronic fac-simile or e-mail if a confirming copy or confirming e-mail copy is delivered within 24 hours thereafter; on the date shown on the return receipt and the receipt is signed by or on behalf of the addressee. H05000023573 3

ARTICLE FOUR

The corporation is to exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE FIVE

The initial post office address of the principal office of the Corporation in the State of Florida is 3750 N.W. 114th Ave., Unit 4, Miami, Florida 33178.

The Board of Directors, according to the Bylaws, may from time to time move the principal office to any other address in the State of Florida.

ARTICLE SIX

The business of the Corporation shall be managed by the Board of Directors according to the Bylaws and the Shareholders' Agreement. The number of directors constituting the entire Board shall not be less than two; subject to such minimum may be increased [...or decreased...] from time to time according to the By-laws and in a manner not prohibited by law. The directors shall be elected by the the 2/3 (two thirds) of the issued shares entitled to vote. The Board of Directors shall provide for the actions listed in section 607.1201, according to the voting quorum stated in the Shareholders' Agreement, and in section 607.1202 after the shareholders' approval pursuant to the voting quorum stated in the Shareholders' Agreement.

ARTICLE SIX bis

Actions required or permitted to be taken at Annual or Special Meetings of Shareholders may be taken without meeting pursuant to section 607.0704. This provision does not apply in case of appointment or removal of directors, the approval of the annual balance-sheet or the annual financial statements and in

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every case in which the Meeting shall be held to approve or resolve upon matter other than the regular course of business.

Annual or Special Meeting of Shareholders shall be held according to the Bylaws and the notice thereof needs to include the description of the purpose or purposes for which the meeting is called. Each Meeting of Shareholders may be carried out by means of remote communication pursuant to section 607.0701 (4) and 607.0702 (4) and in accordance with the Bylaws.

ARTICLE SEVEN

The names and addresses of the members of the first Board of Directors are:

RICARDO VEGAS
3750 N.W. 114th Ave., Unit 2
Miami, Florida 33178

HERIBERTO SPRECACE
3750 N.W. 114th Ave., Unit 2
Miami, Florida 33178

PAOLO PLANIGIANI
Località Salcata, 55
53036 POGGIBONSI (SI)

ARTICLE EIGHT

The corporation reserves the right to amend, restate or repeal any provisions contained in these Articles of Incorporation to the preemptive approval of the 2/3 (two thirds) of the issued shares entitled to vote and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation according to the special voting quorum provided for in the Bylaws.

ARTICLE NINE

The name of the initial registered is **ALFREDO G. DURAN**. The initial street address of the initial registered agent and of the registered office is: **2601 So. Bayshore Dr., S-1400, Miami, Florida 33133.**

The Board of Directors may from time to time designate some other address and place for the registered office of this Corporation as it may see fit.

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ARTICLE TEN

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

RICARDO VEGAS
3750 N.W. 114th Ave., Unit 2
Miami, Florida 33178

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 18th day of January 2005.



RICARDO VEGAS

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes.



ALFREDO G. DURAN

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