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CORPORATE CREATIONS

PAGE 01

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Date: Wednesday, January 4, 1995

1/04/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL, IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000000
CONTACT: JOSEPHY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALBA HOLDINGS, CORP.

FAX AUDIT NUMBER: H9500000134

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1995

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1-11-95

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EFFECTIVE DATE
1-4-95

**Articles of Incorporation
of
ALBA HOLDINGS, CORP.**

Article I. Name

The name of this Florida corporation is ALBA HOLDINGS, CORP.

Article II. Address

The mailing address of the Corporation is:

**ALBA HOLDINGS, CORP.
170 Ocean Lane Drive, Suite 705
Key Biscayne, FL 33149**

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STATE SECRETARY

Article III. Capital Stock

The Corporation shall have the authority to issue 1000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

**Luis Agramunt
80 SW 8th Street, Suite 2077
Miami, FL 33130**

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0666

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extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Manuel Gomez

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

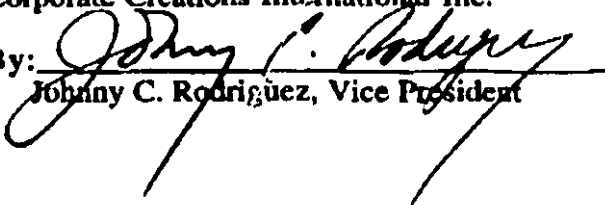
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 4, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on January 4, 1995.

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

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(305) 672-0688

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT, REGISTERED OFFICE**

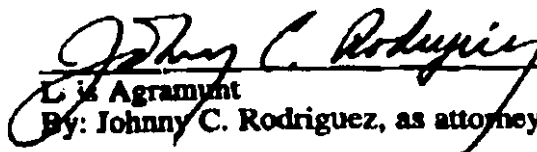
**CORPORATION:
ALBA HOLDINGS, CORP.**

**REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami, FL 33130**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Luis Agramunt
By: Johnny C. Rodriguez, as attorney-in-fact

Date: January 4, 1995

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