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STATE OF FLORIDA SUITE 200
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FAX: (904) 922-4000 PHONE: (305) 541-3694
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(((H95000000343))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VILLAGER FORMING, INC.
FAX AUDIT NUMBER: H95000000343 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/10/1995 TIME REQUESTED: 10:50:33
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ARTICLES OF INCORPORATION
OF
VILLAGER FORMING, INC.

ARTICLE I - NAME

The name of this corporation is VILLAGER FORMING, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

2500 East Hallandale Bch Blvd
Suite 604
Hallandale, Florida 33009

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Ronald R. Fieldstone, Esq.
2500 E. Hallandale Bch. Blvd. # 604
Hallandale, FL 33009
(305) 250-7100 / FBN. 180299

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

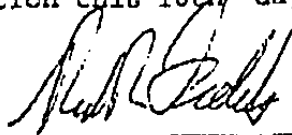
ARTICLE X - INDEMNIFICATION

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

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of January, 1995.



Ronald R. Fieldstone
Registered Agent, Incorporator

STATE FLORIDA)
) SS.
COUNTY OF DAD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in this State and County set forth above, personally appeared Ronald R. Fieldstone known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

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TO

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IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this
12 day of January, 1995.

Melinda R. Turner
Notary Public, State of Florida

My commission expires:



MELINDA R. TURNER
My Commission 00380144
Expires Jun. 30, 1998
Bonded by I(A)
800-432-1850

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Moises Gorin	2500 E. Hallandale Bch Blvd Suite 604 Hallandale, Florida 33009
Ronald R. Fieldstone	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VIII - INCORPORATOR

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

Name	Address
Ronald R. Fieldstone	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

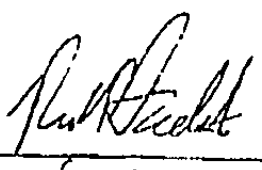
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

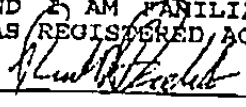
1. The name of the corporation is: VILLAGER FORMING, INC.
2. The name and address of the registered agent and office is:

Ronald R. Fieldstone, Esquire
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133


Title: Secretary

Date: 1/16/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Date: 1/16/95