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02.13.1995 15:18

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DEPARTMENT OF STATE

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STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CERTIFIED INVESTMENT (U.S.A.), INC.

FAX AUDIT NUMBER: H95000001764

CURRENT STATUS: REQUESTED

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02.13.1995 15:17

NO. 8 P. 1

ENGLISH, McCAUGHAN & O'BRYAN, P.A.
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TO: Division of Corporations, Department of State

ADDRESS: Tallahassee, FL

PHONE: 904-922-4000

FROM: Debra J. Hickinbotham

Regarding our File Name: Certified Investment (U.S.A.), Inc.

CLIENT/MATTER # New - no number assigned as yet (JLL)

Special Instructions:

Total Number of Pages: 5

Date: February 13, 1995

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02.13.1995 15:10

NO. 8 P. 3

FAX AUDIT NUMBER: H95000001764

ARTICLES OF INCORPORATION
OF
CERTIFIED INVESTMENT (U.S.A.), INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of CERTIFIED INVESTMENT (U.S.A.), INC., a Florida corporation, (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CERTIFIED INVESTMENT (U.S.A.), INC. and the street address of the initial principal office of the Corporation is 444 Brickell Avenue, Suite 51-400, Miami, FL 33131.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Penny (\$0.01) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, FL 33301, and the name of the initial Registered Agent of the Corporation at that address is Jonathan J. Lichtman.

PREPARED BY: Jonathan J. Lichtman
ENGLISH, McCAUGHAN & O'BRYAN, P.A.
100 Northeast Third Avenue
Suite 1100
Fort Lauderdale, FL 33301
(305) 462-3300
Florida Bar Number: 0717053

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02.13.1995 15:19

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ARTICLE V

INITIAL BOARD OF DIRECTORS

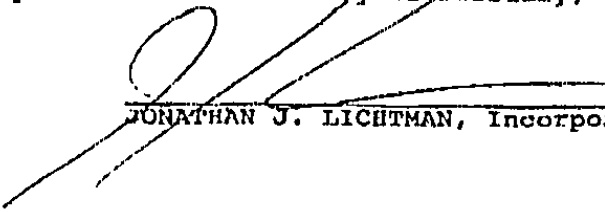
The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The name and address of the initial Director of the Corporation is Jayantkumar P. Daryanani.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of February, 1995.



JONATHAN J. LICHTMAN, Incorporator

FROM ENGLISH, MCCAUGHAN, & O'BRYAN P.A.

02.13.1995 15:19

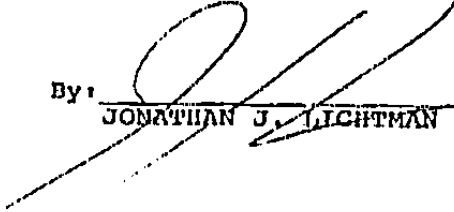
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FAX AUDIT NUMBER: H9500000764

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CERTIFIED INVESTMENT (U.S.A.), INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of our position as Registered Agent.

Dated: February 13, 1995

By: 

JONATHAN J. LICHTMAN

TALLAHASSEE, FLORIDA

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