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FROM: VALDES-FAULI, BISCHOFF, KRISS & MAND
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ONE BISCAYNE TOWER SUITE 3400
MIAMI FL 33131- -0000
CONTACT: ROSA MARIA ANCHETA
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(((H95000002190))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HAMBRO RESOURCE DEVELOPMENT GROUP DE VENEZUELA, INC.

FAX AUDIT NUMBER: H95000002190 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1995

VALDES-FAULI, BISCHOFF, KRISS & MAND

MIAMI, FL 33131

SUBJECT: HAMBRO RESOURCE DEVELOPMENT GROUP DE VENEZUELA, INC.
REF: W95000004234

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ARTICLES OF INCORPORATION

OF

HAMBRO RESOURCE DEVELOPMENT GROUP DE VENEZUELA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
2-23-95

Article I

Name and Principal Place of Business

The name of the corporation is HAMBRO RESOURCE DEVELOPMENT GROUP DE VENEZUELA, INC.

The corporation's initial principal place of business shall be 1395 Brickell Avenue, 7th Floor, Miami, Fl 33131.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these Articles, if filed with the Florida Secretary of State within five (5) days thereafter.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

THIS DOCUMENT PREPARED BY:
Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Tower
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

Article IV

Mailing Address

The initial mailing address of the corporation is 1395 Brickell Avenue, 7th Floor, Miami, FL 33131.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (10,000) shares of common stock each having $1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is VALDES-FAULI CORPORATE SERVICES, INC.

Article VII

Directors

(a) Number. This corporation shall have two (2) directors initially which shall be appointed by the incorporator. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

Name	Street Address
Steven Engel	1395 Brickell Ave. 7th Floor Miami, FL 33131
Eduardo Orlansky	1395 Brickell Ave. 7th Floor Miami, FL 33131

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe

his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation are:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

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Article X

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on February 23, 1995.

Mark J. Schoor, Esq.

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on February 23, 1995 by Mark J. Scheer, Esq., known personally by me.

Rosa M. Ancheta

Notary Public,
State of Florida at Large
Name:
Title:

My Commission Expires:

ROSA M ANCHETA
My Commission CC421027
Expires Nov. 18, 1998
Bonded by ANB
800-852-5878

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

> HAMBRO RESOURCE DEVELOPMENT GROUP DE VENEZUELA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named VALDES-FAULI CORPORATE SERVICES, INC., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.

Mark J. Scheer, Esq.
Incorporator

Dated: February 23, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By:
Name: Mark J. Scheer
Title: Vice President

Dated: February 23, 1995

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