

aib AIB Financial Group, Inc.

OFFICE OF GENERAL COUNSEL

P9500003/377

April 12, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: EASY BUSINESS SYSTEMS II, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of EASY BUSINESS SYSTEMS II, INC., along with a draft in the amount of \$122.50 to the Secretary of State to cover filing fees. Please process same and forward a certified copy to us at your earliest convenience.

Very truly yours,

JORGE A. LOPEZ
General Counsel

Barbara Darias

BARBARA DARIAS
Legal Assistant

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JAL/bd

Enclosure

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4/21/95
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**ARTICLES OF INCORPORATION
OF
EASY BUSINESS SYSTEMS II, INC.**

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 11 1970
5:10:53

ARTICLE I

The name of this corporation is **EASY BUSINESS SYSTEMS II, INC.**

ARTICLE II

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of common stock, One Dollar (\$1.00) par value.

ARTICLE V

The street address of the business office of this corporation is: 2500 N.W. 79th Avenue, Miami, Florida, 33122. The name of the

initial registered agent of this corporation is: JORGE A. LOPEZ, and the initial registered office address is: 2500 N.W. 79th Avenue, Miami, Florida, 33122.

ARTICLE VI

This corporation shall have One (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial director(s) of this corporation shall be: JORGE A. LOPEZ, 2500 N.W. 79th Avenue, Miami, Florida, 33122.

ARTICLE VII

The name(s) and address(es) of the person(s) signing the Articles of Incorporation are: JORGE A. LOPEZ, 2500 N.W. 79th Avenue, Miami, Florida, 33122.

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 10th day of April, 1995.

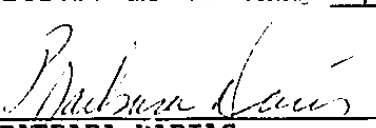


JORGE A. LOPEZ/Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JORGE A. LOPEZ, to me well known to be the person who executed the foregoing Certificate of Incorporation of EASY BUSINESS SYSTEMS II, INC., and personally known to me, has acknowledged before me that he executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 10th day of April, 1995.



BARBARA DARIAS
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:

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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**

95 APR 17 11:05 AM
SECTION 607.325
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT EASY BUSINESS SYSTEMS II, INC.
(Name of Business Organization)

WITH ITS PLACE OF BUSINESS AT: 2500 N.W. 79th Avenue
Miami, Florida 33122

HAS NAMED : JORGE A. LOPEZ

LOCATED AT: 2500 N.W. 79th Avenue
Miami, Florida 33122

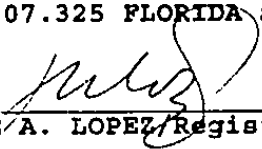
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



JORGE A. LOPEZ/Director

Date: 4-10-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
ALIEN BUSINESS ORGANIZATION, 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, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



JORGE A. LOPEZ/Registered Agent

Date: 4-10-95