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TRUSTEE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 626067 94018A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 26, 1995

ORDER TIME : 9:29 AM

ORDER NO. : 626067

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq  
MICHAEL ORTIZ, P.A.

Suite 902, Grand Bay Plaza  
2665 South Bay Shore Drive  
Miami, FL 33133

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-06/26/95--01030--025  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: ALIMAR INTERNATIONAL CORP.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN

JUN 26 1995

FILED

95 JUN 26 PM 12:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Law Office*  
MICHAEL ORTIZ, P.A.  
*Suite 902*  
*Grand Bay Plaza*  
*2665 South Bayshore Drive*  
*Miami, Florida 33133*  
  
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MICHAEL ORTIZ

June 23, 1995

*of counsel*  
ARNOLD L. PERLSTEIN

HAND DELIVERED

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Alimar International Corp.  
Client File Number 214

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation (the "Articles") with regard to the above-referenced Corporation. Also enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50
	-----
Total	\$122.50

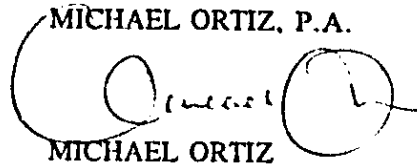
Please acknowledge your receipt of the Articles and check by signing the enclosed acknowledgement copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Articles upon their filing.

Secretary of State  
Division of Corporations  
June 23, 1995  
Page -2-

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.

A handwritten signature in dark ink, appearing to read "Michael Ortiz", is written over a circular stamp. The signature is fluid and cursive.

MICHAEL ORTIZ

MO/ch  
Enclosures  
Secy-St.ltr1\*214

*Law Offices*

MICHAEL ORTIZ, P.A.

ARTICLES OF INCORPORATION OF  
ALIMAR INTERNATIONAL CORP.

FILED  
95 JUN 26 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Alimar International Corp.

The address of the principal office of this corporation shall be:

c/o Michael Ortiz  
2665 So. Bayshore Drive  
Suite 902  
Miami, Florida 33133

and the mailing address of the corporation shall be the same.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
500 shares	\$1	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Michael Ortiz	2665 So. Bayshore Drive
	Suite 902
	Miami, Florida 33133

#### ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

#### ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz	2665 So. Bayshore Drive
	Suite 902
	Miami, Florida 33133

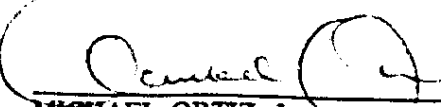
#### ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

#### ARTICLE IX

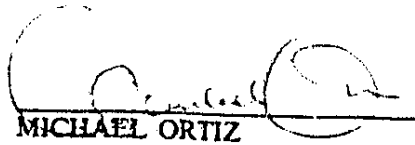
This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 26th day of June, 1995.

 (SEAL)  
MICHAEL ORTIZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Michael Ortiz having business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
MICHAEL ORTIZ

FILED  
95 JUN 26 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA