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RODRIGUEZ, GUILLOT & LANGSTADT
Attorneys at Law

Minervino Rodriguez, Jr.
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Oliver J. Langstadt
Of Counsel
Guido Aguilera

A Partnership of Professional Associations

815 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Telephone: (305) 441-5007
Telefax: (305) 447-0070

12th July, 1995

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

RECEIVED
JUL 17 1995
TALLAHASSEE, FLORIDA
*****122.50 *****122.50

Re: ARTICLES OF INCORPORATION OF
SOUTH GERMAN INVESTMENT, INC.

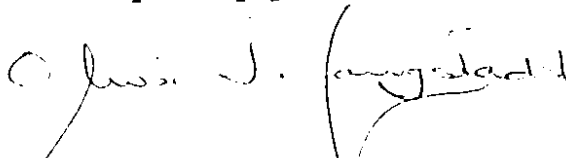
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of SOUTH GERMAN INVESTMENT, INC. Please file the Articles of this corporation and return a certified copy to the undersigned reflecting when the Articles were filed with the State.

Also, enclosed please find my operating account check in the amount of \$122.50, which represents the requisite filing fee and certified copy fee.

Thank you for your cooperation in this matter, and should you have any questions, please feel free to contact me.

Very truly yours,


OLIVER J. LANGSTADT

OJL/vas

Enclosures: 1) Articles of Incorporation of SOUTH GERMAN INVESTMENT, INC.
2) Check in the amount of \$122.50

RECEIVED
JUL 17 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH GERMAN INVESTMENT, INC.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

SOUTH GERMAN INVESTMENT, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1000) SHARES of common stock. Such shares shall be of a single class and shall be of no par value (\$0) per share.

Oliver J. Langstadt, Esquire
Rodriguez Aguilera & Langstadt
815 Ponce de Leon Blvd.
Second Floor
Coral Gables FL 33134
(305) 461-5667
FL Bar No. 709580

ARTICLE FIVE

The street address of the initial office of the Corporation is:

815 Ponce de Leon Blvd.
Second Floor
Coral Gables FL 33134

The name of the initial Registered Agent is:

OLIVER J. LANGSTADT

The address of the Registered Agent is:

815 Ponce de Leon Blvd.
Second Floor
Coral Gables FL 33134

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is TWO (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation is as follows:

Werner Hamm
President/Secretary
Cite Killeboesch 17
5454 Schengen
Luxembourg

Sylvie Hamm
Vice President/Treasurer
Cite Killeboesch 17
5454 Schengen
Luxembourg

ARTICLE SEVEN

The name and address of the incorporator is as follows:

Oliver J. Langstadt
815 Ponce de Leon Blvd.
Second Floor
Coral Gables FL 33134

ARTICLE EIGHT

The 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.

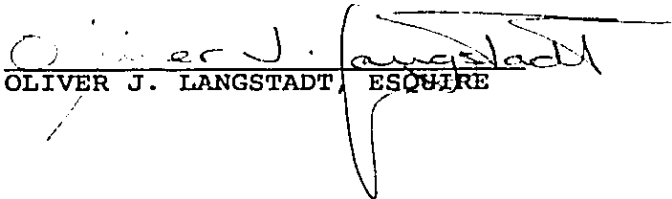
ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12 day of NOV, 1995.


OLIVER J. LANGSTADT, ESQUIRE

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

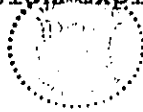
The foregoing instrument was acknowledged before me this 12th day of July, 1995, by OLIVER J. LANGSTADT who personally appeared before me at the time of notarization.

NOTARY PUBLIC-STATE OF FLORIDA

Sign [Signature]

Print J. Michelle Ruiz

My commission expires:



OFFICIAL SEAL
J. MICHELLE RUIZ
My Commission Expires
Dec. 30, 1996
Comm. No. CC 249181

Personally Known OR Produced Identification
Type of Identification Produced

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

Dated this 12 day of July, 1995.

[Signature]
OLIVER J. LANGSTADT
Registered Agent