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08/02/95 15:15:54
PUBLIC ACCESS SYSTEM
(H950000008502)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 641-3094
FAX: (305) 641-3770

((H950000008502)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GRUPONOVA USA, INC.
FAX AUDIT NUMBER: H950000008502 CURRENT STATUS: REQUESTED
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55 AUG -3 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 8/1/95

08/02/95 15:15:54
95 AUG -3 AM 9:36
DEPARTMENT

ALFONSO CORDERO CPA
8025 NW 36 ST. #322
Miami, FL 33166
(305) 599.4111

SECRET
FELHASSEE, FL 33166

95 JUN -3 AM 10:26

FILED

ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE GRUFONOVA-USA, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED 00/00 (\$100.00) DOLLARS.

ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

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ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

3190 SOUTH DIXIE HIGHWAY
STE. 2113
MIAMI, FLORIDA 33146

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

CIRO OCTAVIO IRAUSQUIN
3190 SOUTH DIXIE HIGHWAY
STE. 2113
MIAMI, FLORIDA 33146

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE FIVE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
CIRO OCTAVIO IRAUSQUIN	PRESIDENT
MARILENA MOGARE PADILHA	TREASURER
ACIR LUIS DE ALMEIDA PADILHA	VICE-PRESIDENT
ACIR LUIS DE ALMEIDA PADILHA JR	SECRETARY
QUITERIA ALVES DE MIRANDA	DIRECTOR

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PRESIDENT AND VICE-PRESIDENT POSITION WILL BE ROTATED EVERY YEAR.

ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

CIRO OCTAVIO IRAUSQUIN

3712 ALCANTARA AVENUE
MIAMI, FLORIDA 33178

ARTICLE X

ADMINISTRATION AND MANAGEMENT

ADMINISTRATION AND MANAGEMENT OF THE COMPANY WILL BE ORGANISED BY A SPECIAL AGREEMENT BETWEEN SHAREHOLDERS.

ARTICLE XI

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XII

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

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ARTICLE XIII

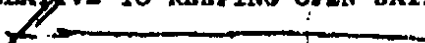
THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 31, DAY OF JULY, 1995.


CIRO OCTAVIO TRAUSQUIN

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ELATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


CIRO OCTAVIO TRAUSQUIN

FILED
95 AUG -3 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000008502

GRUPONOVA USA, INC.

P95000059888

Division of the
P.O. Box 6327
Tallahassee, FL 32314

Miami, Jan. 02, 1996.

Gentlemen,

Please be advised of the following
address change for Gruponova USA Inc.
(Document no. P95000059888) as of this date:

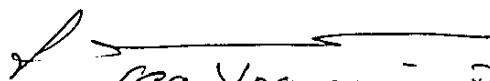
— Old address: 1390 South Dixie Highway
Suite 2113
Miami, FL 33146

2/16

New address: 801 South Bayshore Dr.
Suite 366
Miami - FL 33131

FIN: 65-060 3237

Yours truly,


(C.O. Yrausquin - President)