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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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ARTICLES OF INCORPORATION

OF

MAR LARGO USA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this corporation is MAR LARGO USA, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is 8467 N.W. 70th Street, Miami, Florida 33168.

Prepared By:
Steven L. Castet, Esq.
Caster & Associates, P.A.
P.O. Box 274-0888
Florida Bar No. 208008

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ARTICLE V**Registered Office**

The address of the initial registered office of the corporation is 8467 N.W. 70th Street, Miami, Florida 33166. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI**Registered Agent**

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Misael L. Amaro, 8467 N.W. 70th Street, Miami, Florida 33166.

ARTICLE VII**Directors**

This corporation shall have not less than one (1) director. The name and address of the initial sole director of this corporation is:

Misael L. Amaro
8467 N.W. 70th Street
Miami, FL 33166

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

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ARTICLE VII**Capital Stock**

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock at \$.01 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX**Incorporator**

The name and address of the incorporator is as follows:

Misael L. Amaro
8467 N.W. 70th Street
Miami, FL 33168

ARTICLE X**Directors' Liabilities and Rights**

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any director of this

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corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

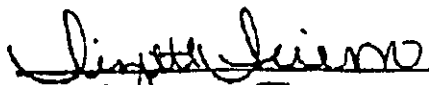
These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 1995.


MIRAKL L. AMARO

STATE OF FLORIDA)
) ss:
 COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 24th day of August, 1995 by MIRAKL L. AMARO, who is personally known to me and who did not take an oath.


LIZETTE PICARD
 Notary Public, State of Florida

My Commission Expires:



OFFICIAL SEAL
 LIZETTE PICARD
 My Commission Expires
 May 23, 1997
 Comm. No. OC 268838

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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 807.0501, Florida Statutes, the following is submitted that **MAR LARGO USA, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **MIRAKL L. AMARO**, whose address is 8467 N.W. 70th Street, Miami, Florida 33166, as its agent to accept service of process within Florida.


MIRAKL L. AMARO, Incorporator

Dated: August 24, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MIRAKL L. AMARO, Registered Agent

Dated: August 24, 1995

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