

P95000068115

1201 HAYS STREET

MIAMI, FL 33101

904-259-1111

1-800-343-8086

95 SEP - 5 - 1995

95 SEP - 5 - 1995



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 674030 6141A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1995

ORDER TIME : 9:15 AM

100001577141

ORDER NO. : 674030

CUSTOMER NO: 6141A

CUSTOMER: Mr. John C. Hamlin
LUCIO HANDLER CROLAND
BRONSTEIN & STEELE, P.A.
Suite 2000
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: IMK INTERNATIONAL CORPORATION

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

SAB
9/5/95

ARTICLES OF INCORPORATION
OF
IMK INTERNATIONAL CORPORATION

FILED
05 SEP -5 PM 11:30

Article I - Name and Address

The name, address and principal place of business of this corporation is:

IMK INTERNATIONAL CORPORATION
8035 S.W. 28 Street
Miami, Florida 33155

Article II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of common stock, par value US \$10.00 per share (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

8035 S.W. 28 Street
Miami, Florida 33155

and the name of the initial registered agent of this corporation at such address is Luis E. Sanmiguel.

Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Ivan Mutis
C/93B - No. 12-28
Of. 306
Santa Fe de Bogota, Colombia

Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Ivan Mutis
C/93B - No. 12-28
Of. 306
Santa Fe de Bogota, Colombia

Vittorio Dellicolli
C/93B - No. 12-28
Of. 306
Santa Fe de Bogota, Colombia

Elizabeth Martin
C/93B - No. 12-28
Of. 306
Santa Fe de Bogota, Colombia

Luis E. Sanmiguel
8035 S.W. 28 Street
Miami, Florida 33155

Article VII - Officers

The names and address of the initial officer of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President:	Ivan Mutis C/93B - No. 12-28 Of. 306 Santa Fe de Bogota, Colombia
------------	----------------------------------------------------------------------------

Vice-President:	Luis E. Sanmiguel 8035 S.W. 28 Street Miami, Florida 33155
Secretary:	Vittorio Dellicolli 8035 S.W. 28 Street Miami, Florida 33155
Treasurer:	Elizabeth Martin 8035 S.W. 28 Street Miami, Florida 33155

Article VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article IX - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article X - Indemnification

Section 1 - Right to Indemnification. The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

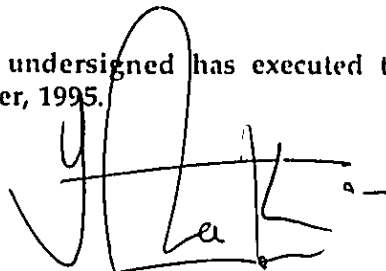
Section 2 - Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3 - Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of September, 1995.

A handwritten signature in black ink, appearing to read 'Ivan Mutis', is written over a horizontal line.

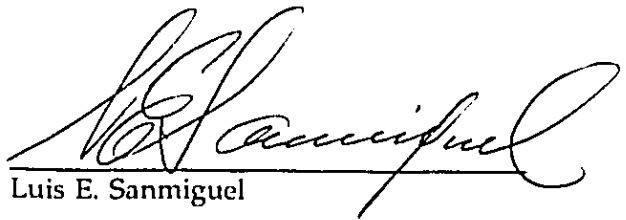
Ivan Mutis
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for IMK INTERNATIONAL CORPORATION at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1993).

Dated this 15 day of September, 1995.

By:


Luis E. Sanmiguel

RECEIVED
SEP 15 1995
CLERK OF COURT
CLERK OF COURT

DEBIT MEMORANDUM

FOR OFFICIAL USE

TO :
DEPARTMENT OF STATE

DATE

NUMBER

P95000068115

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	2,273.75	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	2,273.75	OTHER	4	

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
012	45-20-2-130001-45300000-00-000100-00		2	78.75
012	45-20-2-130001-45300000-00-000100-00		3	87.50
012	45-20-2-130001-45300000-00-000100-00		1	122.50
012	45-20-2-130001-45300000-00-000100-00		2	122.50
012	45-20-2-130001-45300000-00-000100-00		1	122.50
012	45-20-2-130001-45300000-00-000100-00		4	140.00
012	45-20-2-130001-45300000-00-000100-00		4	337.50
012	45-20-2-130001-45300000-00-000100-00		1	347.50
012	45-20-2-130001-45300000-00-000100-00		1	915.00

GRAND TOTAL:

\$ 2,273.75

73456-1

RECEIVED

Process Date: 04/04/97

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer

IVAN MUTIS KATUNARIC

INSUFFICIENT FUNDS 1366

PAY TO THE
ORDER OF

Florida Department of Transportation

Nine hundred fifty

INSUFFICIENT FUNDS

63

MAR 3 1991

BankAtlantic, One Atlantic Tower
A Federal Savings Bank
Miami, FL 33131

FOR DEPOSIT ONLY 1706 5763 5798 0160-04-97

12670837836 0053340298 0130 40000091500

Circle 10000091500

1 20/001/208 020 100000444 D22-03 10530000476

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0630000047

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040001706 04-04-97

>0630000047<

4519

07 147181

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-03/25/97--01047--002
-----915.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1997

IMK International Corp.
80 SW 8 St.
Suite 2019
Miami, FL 33130

SUBJECT: IMK INTERNATIONAL CORPORATION
Ref. Number: P95000068115

Debit Memo #: 73456-I

This is to inform you that your check #130 dated March 17, 1997 in the amount of \$915.00 and submitted for IMK INTERNATIONAL CORPORATION has been returned to us by your bank because of Insufficient Funds.

We request that you remit a cashier's check or money order in amount of \$960.75 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call
(904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 697A00021859



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1997

IMK International Corp.
80 SW 8th St.
Suite 2019
Miami, FL 33130

SUBJECT: IMK INTERNATIONAL CORPORATION
Ref. Number: P95000068115

Debit Memo #: 73456-I

Due to your failure to respond to our previous letter advising you of the returned check #130, the Reinstatement for IMK INTERNATIONAL CORPORATION has been cancelled and is considered not filed as of June 10, 1997.

The status of your corporation has now reverted to its previous status of administratively dissolved or revoked.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 397A00031234