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BY APPOINTMENT ONLY

CALL 95 NO. 11-51 #203
BOGOTA, COLOMBIA, S.A.
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BY APPOINTMENT ONLY

PLEASE REPLY TO
FT. LAUDERDALE OFFICE

September 5, 1995

EFFECTIVE DATE

9-5-95

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

S00001579135
-09/07/95--01019--010
***122.50 ***122.50

Re: Incorporation of Perleberg USA Co.

Dear Sir or Madam:

Enclosed herewith please find two (2) original Articles of Incorporation for the above captioned entity, along with our check for filing same in the amount \$ 122.50. Please return one of the originals in the enclosed self-addressed, self-stamped envelope.

Thank you for your attention to this matter.

Yours truly,

Carlos J. Reyes

Carlos J. Reyes
For the Firm

SEP 11 1995

CJR.93/iv

Enclosures

ARTICLES OF INCORPORATION

OF

PERLEBERG USA CO.

95 SEP -6 AM 11:11

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

EFFECTIVE DATE
9-5-95

The name of the Corporation is **PERLEBERG USA CO.** (the "Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence, effective September 5, 1995.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 212 NE 33 Street, Fort Lauderdale, FL 33334, and the name of the initial Registered Agent of the Corporation at that address is Patricia S. Cepeda.

ARTICLE VI

INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 212 NE 33 Street, Fort Lauderdale, FL 33334.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ACHIM PERLEBERG	212 NE 33 STREET FORT LAUDERDALE, FL 33334
MICHAEL FRANKENHAUSER	212 NE 33 STREET FORT LAUDERDALE, FL 33334

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the
Incorporator is:

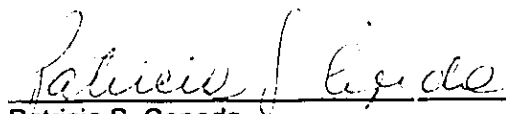
Patricia S. Cepeda
212 NE 33 STREET
FORT LAUDERDALE, FL 33334

ARTICLE IX

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 at least a majority of the stock
entitled to vote, unless all of the Directors and all of the Stockholders sign a written
statement manifesting their intention that a certain amendment of these Articles of
Incorporation can be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 5th day of September, 1995.

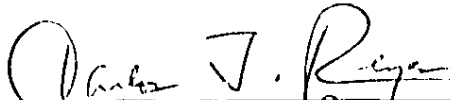


Patricia S. Cepeda
Incorporator

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Patricia S. Cepeda, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 5th day of September, 1995.


Name: Carlos J. Reyes
Commission No.: CC 489768
Notary Public
State of Florida at Large

My commission Expires:



CARLOS J REYES
My Commission CC489768
Expires Aug. 20, 1999

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Perleberg USA Co. as made in the foregoing Articles of Incorporation. I am hereby familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: 9/07/95

By:

Patricia S. Cepeda
Patricia S. Cepeda
Registered Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That Perleberg USA Co. desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named Patricia S. Cepeda, of 212 NE 33 Street, Fort Lauderdale, Florida, as its agent to receive service of process within this State.

ACKNOWLEDGEMENT:

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.


Patricia S. Cepeda

CARLOSARTINC.PER