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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
INC.

FROM: MIT PRODUCTS AND SERVICE,

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

6555 NW 36TH ST  
SUITE 301  
VIRGINIA GARDENS FL 33166-

CONTACT: RAFAEL MOREL  
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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: JOINT, INC.  
FAX AUDIT NUMBER: H96000001262  
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FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

JOINT, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

JOINT, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4471 N.W. 36TH ST. STE. 212  
MIAMI, FLORIDA 33166

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares as the price at which it is offered to others.

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.  
6555 N.W. 36TH ST. STE. 301  
MIAMI, FL. 33166  
PHONE (305) 871-0008

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ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

BRUNO A. ROMEO  
4471 N.W. 36TH ST. STE. 232  
MIAMI, FLORIDA 33166

ARTICLE VIINITIAL BOARD OF DIRECTOR(S)

This corporation shall have (4) (four ) directors initially, The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

EMIGDIO JOSE JARMA BARROS  
CALLE 52 NO. 20-33  
BOGOTA, COLOMBIA

GALO ERNESTO CUBILLOS CASTELLANOS  
AVE. 15 NO. 120-75  
BOGOTA, COLOMBIA

GALO MIRCEA CUBILLOS MARCU  
CALLE 52 NO. 20-33  
BOGOTA, COLOMBIA

CLAUDIA PATRICIA CUBILLOS MARCU  
CALLE 52 NO. 20-33  
BOGOTA, COLOMBIA

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ARTICLE VII

OFFICER(S) AND SUBSCRIBER(S)  
The officer(s) and subscriber(s) of this corporation is as follow:

EMIGDIO JOSE JARMA BARROS	PRESIDENT/DIRECTOR	500 SHARES
GALO ERNESTO CUBILLOS CASTELLANOS	VICE-PRESIDENT/DIRECTOR	300 SHARES
GALO MIRCEA CUBILLOS MARCU	TREASURER/DIRECTOR	100 SHARES
CLAUDIA PATRICIA CUBILLOS MARCU	SECRETARY/DIRECTOR	100 SHARES

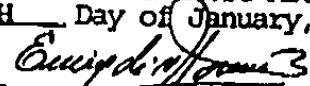
ARTICLE VIIIINCORPORATOR(S)


The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

EMIGDIO JOSE JARMA BARROS  
CALLE 52 NO. 20-33  
BOGOTA, COLOMBIA

GALO MIRCEA CUBILLOS MARCU  
CALLE 52 NO. 20-33  
BOGOTA, COLOMBIA

The undersigned has (have) executed these Articles of Incorporation this  
24TH Day of January, 1996

  
EMIGDIO JOSE JARMA BARROS/INCORPORATOR  
Signature/ Title

  
GALO MIRCEA CUBILLOS MARCU/INCORPORATOR  
Signature/ Title

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: JOINTL. INC.
2. The name and address of the registered agent and office is:

BRUNO A. ROMEO  
(NAME)

4471 N.W. 36TH ST. STE. 232  
(ADDRESS)

MIAMI, FLORIDA 33166  
(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE January 24, 1996

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE

DATE January 24, 1996

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