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BAUR, MILLER & WEBNER, P.A.
ATTORNEYS AT LAW

January 31, 1996

THOMAS DAUH, J.D., M.C.L., J.C.D.
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

REBECCA M. MILLER, J.D.

DALE F. WEBNER, J.D.

FREDERICK WOODBRIDGE, JR., J.D.
D.C. EN DERECHO

CHRISTOPHER J. KLEIN, J.D.

KARIN L. HUDET, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D., LL.M.,
ADMITTED IN FLORIDA, NEW YORK, AND THE
DISTRICT OF COLUMBIA

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Re: IVP, AG INTERNATIONAL, INC.

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,

A. Reus
Alexander Reus

AR/hb
encl.

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2300

TELEPHONE: (305) 377-3501
FACSIMILE: (305) 371-4300
FREDW@NETRUNNER.NET
73312.2334@COMPUDEIVE.COM

OF COUNSEL:

PROF. WILLIAM H. NEWTON, III, J.D.

JEFFREY A. BENNETT, J.D.

DAVID S. DEHOEN, J.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/8/96

**ARTICLES OF INCORPORATION
OF
IVP, AG INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

IVP, AG INTERNATIONAL, INC.

The principal place of business of this corporation shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Thomas Baur.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Otmar Knoll c/o Baur, Miller & Webner, P.A.
100 N. Biscayne Blvd., 21st FL
Miami, FL 33132

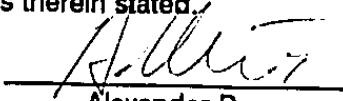
Lothar Schreiber c/o Baur, Miller & Webner, P.A.
100 N. Biscayne Blvd., 21st FL
Miami, FL 33132

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Alexander Reus
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Alexander Reus
Incorporator

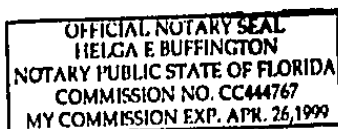
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 1st day of February, 1996, personally appeared Alexander Reus, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Helga E. Buffington
Notary Public

My commission expires:




IVP, AG INTERNATIONAL, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, THOMAS BAUR, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 1st day of February, 1996.



THOMAS BAUR

FILED
96 FEB -5 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA