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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DADE COUNTY BIOCONVERSION CORPORATION

FAX AUDIT NUMBER: H90000003023

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**ARTICLES OF INCORPORATION
OF
DADE COUNTY BIOCONVERSION CORPORATION**

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

The name of the corporation shall be:

Dade County Bioconversion Corporation

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III: PRINCIPAL OFFICE

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

3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 shares of common stock, each at \$1.00 par value

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George S. Zamora
3191 Coral Way, Third Floor
Miami, Florida 33145

George S. Zamora, Esq.
3191 Coral Way 3rd Floor
Miami, FL 33145
(305) 443-6163
FBN. 871605

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ARTICLE VI: BOARD OF DIRECTORS

This corporation shall have six (6) director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
1. Jose L. Ferre	100 Brickell Avenue, Ste. 420 Miami, Florida 33131
2. Orlando Garcia, Jr.	31 Short Drive North Miami, Florida 33132
3. Ezeilo Pena	5821 S.W. 17th Street Miami, Florida 33155
4. Julio G. Rebull	8982 S.W. 8th Terrace Miami, Florida 33174
5. Pedro Roig	636 Navarre Coral Gables, Florida 33134
6. Antonio R. Zamora	3191 Coral Way, Third Floor Miami, Florida 33145

ARTICLE VII: INCORPORATION

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

Antonio R. Zamora
3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X: PREEMPTIVE RIGHTS

Every stockholder, upon the sale for the cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase

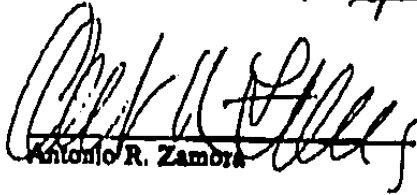
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his pre-paid share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

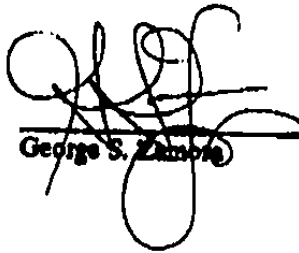
The undersigned has executed these Article of Incorporation this 4th day of March, 1996.


Antonio R. Zamora

ACCEPTANCE OF REGISTERED AGENT

The undersigned, George S. Zamora, whose address is 3191 Coral Way, Third Floor, Miami, Florida 33145, hereby accepts the designation as registered Agent for Dade County Biodivercion Corporation.

DATED: March 4, 1996


George S. Zamora

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TALLAHASSEE, FLORIDA

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This instrument prepared by:

George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145
FBN: 871605

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