PROFESSIONAL ASSOCIATION

MIAMI, FLORIDA 33133

BUITE 303 3280 WARY STREET

TELECONER (305) 443-5000 TELECONER (305) 443-6624

March 4, 1996

PLEASE REFER TO FILE NO.

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 200001794492 -03/05/96--01086--001 ****122.50 ****122.50

Re: Moly-Ven USA, Inc.

Dear Sir:

Enclosed please find original and a copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation, together with our check in the sum of \$122.50 to cover the cost of filing and a certified copy.

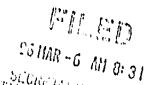
Sincerely yours, Michael H. Male

MHM/ow Enclosures

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ARTICLES OF INCORPORATION OF MOLY-VEN USA, INC.



- 1. The name of the corporation shall be Moly-Ven USAY LINGA
- 2. The address of the corporation's principal office is One World Trade Center, Suite 2000, 80 S. W. 8 Street, Miami, FL 33130.
- 3. The aggregate number of authorized shares of capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.
- 4. The street address of the corporation's initial registered office is 3250 Mary Street, Suite 303, Miami, Florida 33133, and the name of its initial registered agent at that office is Michael H. Male.
- 5. The name and address of the incorporator of the corporation is Michael H. Male, 3250 Mary Street, Suite 303, Miami, Florida 33133.
- 6. The name and address of the initial director is David Solomon, One World Trade Center, Suite 2000, 80 S. W. 8 Street, Miami, FL 33130.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 4th day of March, 1996.

MICHAEL H. MATIE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That Moly-Ven USA, Inc. is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, Dade County, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its agent to accept service of process within Florida.

MICHAEL H. MALE

Incorporator TITLE

March 4, 1996 DATE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 4th day of March, 1996.

MICHAEL H. MALE REGISTERED AGENT

SECULTANASSEE OF STATE