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CORP CREATIONS

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4/1/96 FLORIDA DIVISION OF CORPORATIONS  
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((H96000004667))) ELECTRONIC FILING COVER SHEET  
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409 EAST GAINES STREET MIAMI BEACH FL 33139-0000  
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ  
FAX: (904) 922-4000 PHONE: (305) 672-0686  
FAX: (305) 672-9110

((H96000004667))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NERI USA, CORP.  
FAX AUDIT NUMBER: H96000004667 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/01/1996 TIME REQUESTED: 18:02:42  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1  
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**Articles of Incorporation  
of  
Neri USA, Corp.**

**Article I. Name**

The name of this Florida corporation is Neri USA, Corp.

**Article II. Address**

The mailing address of the Corporation is:

Neri USA, Corp.  
9400 SW 116th Street  
Miami, FL 33176

**Article III. Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Jorge L. Del Rosal  
9400 SW 116th Street  
Miami, FL 33176

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

International Company Formation, Inc.  
80 SW 8th Street, Suite 2077  
Miami, FL 33130  
(305) 373-5802

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Jorge L. Del Rosal

Article VI. Incorporator

The name and address of the incorporator is:

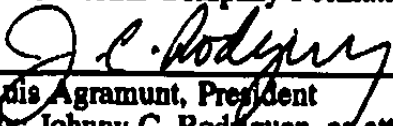
International Company Formation, Inc.  
80 SW 8th Street, Suite 2077  
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 1, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on April 1, 1996.

International Company Formation, Inc.

  
Luis Agramunt, President  
By: Johnny C. Rodriguez, as attorney-in-fact

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FROM : FLORIDA OFFICE

PHONE NO. : 305 446 0337

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

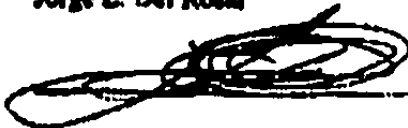
**CORPORATION:**  
Nerl USA, Corp.

**REGISTERED AGENT:**  
Jorge L. Del Rosal  
9400 SW 116th Street  
Miami, FL 33176

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Jorge L. Del Rosal



Date: 4/2/96

International Company Formation, Inc.  
80 SW 8th Street, Suite 2077  
Miami, FL 33130  
(305) 378-5802

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