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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

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SECRET
TALLA W. HALL, JR.
ORLANDO, FLORIDA

APR 22 11:38
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032

REFERENCE : 926052 4337904

AUTHORIZATION :

COST LIMIT : * 122.50

Patricia Pizutto

ORDER DATE : April 22, 1996

ORDER TIME : 9:19 AM

ORDER NO. : 926052

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

EFFECTIVE DATE
7-10-96

500001789255

DOMESTIC FILING

NAME: CHINAR GROUP, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

HA
4-23-96

ARTICLES OF INCORPORATION
OF
CHIMAR GROUP, INC.

FILED
96 APR 22 AM 9 59
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is Chimar Group, Inc.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 1st day of April, 1996.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased 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: Manuel De Zarraga, c/o WorldInvest Joint Venture, 2 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131 and Nicholas M. Daniels, c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Nicholas M. Daniels, Esq., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of April, 1996.



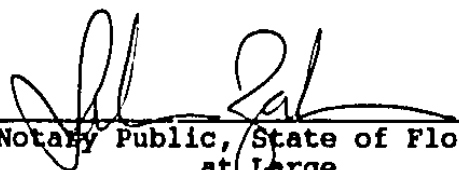
NICHOLAS M. DANIELS, Subscriber

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 19th day of April, 1996, by NICHOLAS M. DANIELS, ESQ., who is personally known to me ~~or who has produced~~ _____ as identification.

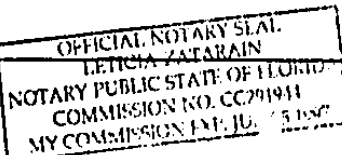


Notary Public, State of Florida
at Large

Leticia Zatarain

Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED

96 APR 22 AM 9 59


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

CHIMAR GROUP, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that CHIMAR GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, has named Nicholas M. Daniels, Esq., located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


NICHOLAS M. DANIELS

NMD/Corp/CHI-Art.Inc