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HICKLEY & JONES,
ATTORNEYS AT LAW
1401 HICKELL AVENUE
SUITE 800
MIAMI, FLORIDA 33131-1976

FILED

JUL 26 PM 3:05

SECRET
TALLAHASSEE, FLORIDA

TELEPHONE
(904) 371-8000
TELECOMEN
(904) 371-3848

July 23, 1996

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

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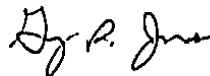
Re: Filing Of New Corporation

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles Of Incorporation for Holland House Corp., a Certificate Of Designation Of Registered Agent/Registered Office and a check for one hundred thirty-one dollars and twenty-five cents (\$131.25). Also included is a FedEx Airbill for returning the appropriate documents to this office.

Thank you for your time and cooperation in this matter.

Sincerely,



Gary R. Jones

\cmb
Enclosures

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7-26-96

ARTICLES OF INCORPORATION
OF
HOLLAND HOUSE CORP.

FILED
9th JUL 24 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation is HOLLAND HOUSE CORP. (hereinafter called the "Corporation") whose principal address is:

9300 N.W. 58th Street
Suite 209
Miami, Florida 33178

ARTICLE II- PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III- CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, no par value.

ARTICLE IV- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9300 N.W. 58th Street, Suite 209, Miami, Florida 33178; and the name of the initial registered agent of this Corporation is Christophe Frochaux, 9300 N.W. 58th Street, Suite 209, Miami, Florida 33178.

ARTICLE V. INITIAL BOARD OF DIRECTORS

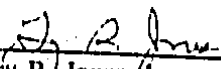
The Corporation shall have one director initially. The number of directors may be increased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is:

Christophe Frochoux
9300 N.W. 58th Street
Suite 209
Miami, Florida 33178

ARTICLE VI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Gary R. Jones, 1401 Brickell Avenue, Suite 500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23rd day of July, 1996.




Gary R. Jones, Incorporator

STATE OF FLORIDA)
):SS
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GARY R. JONES, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of July, 1996.



Notary Public, State of Florida at Large

My Commission Expires:

CARINNE M. BARDIC
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376722
Bonded thru Official Notary Service

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

FILED
96 JUL 24 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **HOLLAND HOUSE CORP.**
2. The name and address of the registered agent and office is:

Christophe Prochoux
9300 N.W. 58th Street
Suite 209
Miami, Florida 33178

Signature

Christophe Prochoux x

(Corporate officer)

Title

Date

7/19/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Christophe Prochoux x

Date

7/19/96