

P960000068189

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W. FLAGLER ST
SUITE 200
MIAMI FL 33135- 0-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H960000011366))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CIBAMAL USA, INC.
FAX AUDIT NUMBER: H960000011366
DATE REQUESTED: 08/16/1996
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ACCOUNT NUMBER: 072450003255
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(((H960000011366)))
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96 AUG 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature/initials

RECEIVED
96 AUG 15 PM 12:00
DIVISION OF CORPORATIONS

H96000011366

FILED
SEP 15 PM 3:13
STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
CISAMAL USA, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the Corporation is CISAMAL USA, Inc. and the principal address shall be 1003 S.W 132 ST. MIAMI, FL 33182

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

William J. Sanchez, Esq.
1828 Ponce de Leon Blvd.
2nd Floor FBN. 749060
Coral Gables, FL 33134
(305) 444-9770

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1828 Ponce De Leon Blvd., Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is William J. Sanchez, Esq.

Article VI

DIRECTORS

(a) Number. This corporation shall have four(4) directors 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.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Jorge Maleck, President.	1003 S.W 132 Ct Miami, Fl 33182.

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

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Article VIII

INCORPORATOR

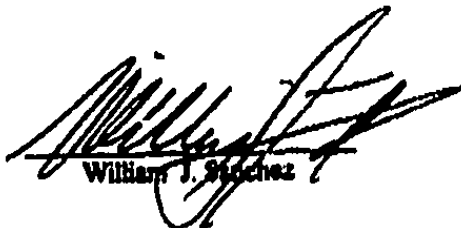
William J. Sanchez
1828 Ponce de Leon Blvd.
2nd Floor
Coral Gables, FL 33134

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 19
day of August, 1996.


William J. Sanchez

State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me this
19th day of August, 1996.

Personally Known


Notary Public, State of Florida



YOLANDA FERNANDEZ
My Commission CC488888
Expires Sep. 26, 1998
Bonded by AMS
888-823-8878

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H96000011366

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

FILED
AUG 15 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

In compliance with Section 48.901, Florida Statutes, the following is submitted.

Irene Sanchez desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named William J. Sanchez, Esquire, located at 1828 Ponce De Leon Boulevard, Coral Gables, Florida 33134, as its agent and accept service of process within Florida.

Incorporator:


William J. Sanchez, Esq

Date: 8/14/96

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.


William J. Sanchez, Esquire

Date: 8/14/96

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P96000068189

Law Offices
William J. Sanchez & Associates, P.A.

PROFESSIONAL ASSOCIATION

THE KENDALL INTERNATIONAL BUILDING
10821 N. KENDALL DRIVE, SUITE 208
MIAMI, FLORIDA 33178

OF COUNSEL
ROBERT M. SHANK
ALEXANDER G. GUBAN
FRANCISCO M. DUMENIGO, P.A.
GLADYS GONZALEZ-ROYER

TELEPHONE: (305) 555-8885
FAX: (305) 555-8313

December 6, 1996

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-03/11/97--01078--005
*****35.00 *****35.00

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

RE: CISAMAL USA, INC.
P96000068189

Dear Sir/Madam:

Enclosed please find an Amendment to Article I of the Articles of Incorporation for the above referenced corporation.

Please note that a correction has been made in the principal address of the corporation.

Should you have any question, please feel free to contact the undersigned.

Very truly yours,


William J. Sanchez, Esq.
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
57 MAR 10 AM 11:52

RECEIVED
96 DEC 12 PM 3:40
DIVISION OF CORPORATIONS

Amend

MAR 10 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1996

WILLIAM J. SANCHEZ, ESQ.
THE KENDALL INTERNATIONAL BUILDING
10021 N. KENDALL DRIVE, SUITE 208
MIAMI, FL 33178

SUBJECT: CISAMAL USA, INC.
Ref. Number: P96000068189

We have received your document for CISAMAL USA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-8905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 396A00055810

AMENDMENT
ARTICLES OF INCORPORATION
OF
CISAMAL USA, INC.

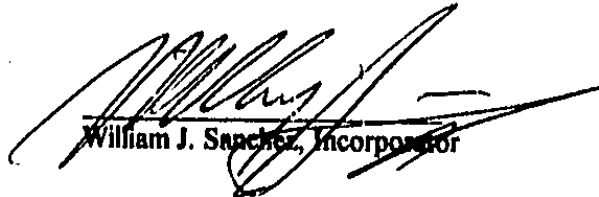
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 10 AM 11:52

ARTICLE I

ADDRESS

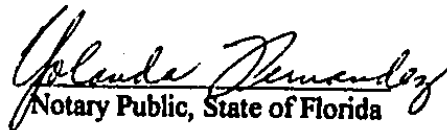
The name of the Corporation is CISAMAL USA, Inc., and the principal address shall be 7342 N.W. 35th Street, Miami, Florida 33122.

IN WITNESS WHEREOF, the incorporator has executed this amendment to the Articles of Incorporation on the 25th day of November, 1996.


William J. Sanchez, Incorporator

State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me this 25th day of November, 1996.


Notary Public, State of Florida



YOLANDA FERNANDEZ
My Commission CC488888
Expires Sep. 28, 1999
Bonded by ANB
800-852-5878