

8/20/90

FLORIDA DIVISION OF CORPORATIONS

4:24 PM

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
100 E. CATHER STREET MIAMI FL 33135-3002
TALLAHASSEE FL 32309 CONTACT: RAY STORMONT
FAX: (904) 22-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COLORS USA, CORP.

FAX AUDIT NUMBER: H96000011930

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/26/1998

TIME REQUESTED: 10:24:45

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 0

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000011930)))

** ENTER 'M' FOR MENU. **

D <CR>: LECTON ANM

Help F1 Option Menu F2

NUM

Connect: 00:11:0

FILED
96 AUG 27 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

RECEIVED 10:24:45

08 AUG 27 11:01

SECRETARY OF STATE

P.15/20

EMPIRE CORPORATE KIT

AUG - 1996 10:38

H96000011930

ARTICLES OF INCORPORATION
OF
COLORS USA, CORP.

FILED
96 AUG 27 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is COLORS USA, CORP.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Florida Bar Number 747793, Leonardo A. Roth, 2280 South Dixie Highway, Penthouse Two, Miami, Florida 33136, Phone Number: 305-670-9994

H96000011930

H96000011930

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 1601 West Ave., Suite 214, Miami Beach, Florida 33139. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is LEONARDO A. ROTH, whose address is located at 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE IX. DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge

H96000011930

H26000011930

that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director and President is: Guillermo San Martin, 1601 West Avenue, Suite 214, Miami Beach, Florida 33139.

Director and Vice-President is: Fernando Louro, Melo 95, Banfield, Buenos Aires, Argentina (1834).

Director and Treasurer is: Claudio Baltuliones, Melo 95, Banfield, Buenos Aires, Argentina (1834)

Director and Secretary is: Gabriel Torlucci, Rua Onze Quadra G Lote 8, Shoa Fernandez, Buzios, Rio de Janeiro, Brasil.

ARTICLE XI. SUBSCRIBER

H26000011930

H96000011930

The name and post office address of the Subscriber to these Articles of Incorporation is Guillermo San Martin, 1601 West Avenue, Suite 214, Miami Beach, Florida 33139.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of COLORS USA, CORP.



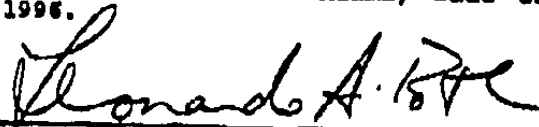
GUILLERMO SAN MARTIN
CORPORATE SUBSCRIBER

STATE OF FLORIDA) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Guillermo San Martin, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for Colors USA, Corp. to those Articles of Incorporation.

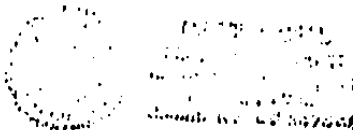
WITNESS my hand and official seal at Miami, Dade County, Florida this August 23, 1996.

(SEAL)



(signature) NOTARY PUBLIC, State of Florida

Commission Number: CC 247698, Leonardo A. Roth



H96000011930

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

Colors USA, Corp. is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 1601 West Avenue, Suite 214, Miami Beach, Florida 33139. has named Leonardo A. Roth as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

Guillermo San Martin
1601 West Avenue, Suite 214,
Miami Beach, Florida 33139.

Director and Vice-President is: Fernando Louro, Melo 95,
Banfield, Buenos Aires, Argentina (1934).

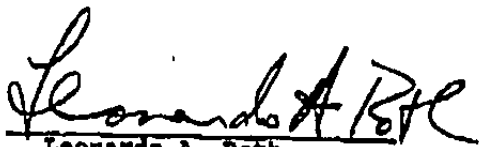
Director and Treasurer is: Claudio Baltulionas, Melo 95,
Banfield, Buenos Aires, Argentina (1934)

Director and Secretary is: Gabriel Torlucci, Rua Onze Quadra
C Lote 9, Shoa Fernandez, Bunes, Rio de Janeiro, Brasil.

ACCEPTANCE:

I agree as Resident Agent of Colors USA, Corp. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:


Leonardo A. Roth

5

FILED
96 AUG 27 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000011930

H96000011930