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TALLAHASSEE, FL 32301-2007
904-222-9170
904-222-9193 FAX



ACCOUNT NO. : 072190000032
REFERENCE : 140917 4303929

AUTHORIZATION :
COST LIMIT : \$ 122.50 *Patricia Pyatt*

ORDER DATE : November 1, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 140917-005

CUSTOMER NO: 4303929

800001993789--6

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: VIDAL, REYNARDUS & MOYA LATIN
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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Howard Bregman	Lawrence Gudofsky	Alan S. Kriecher	Michael W. McNatt	Clifford A. Schulman	Of Counsel
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Reet Diaz	Steven M. Hoffman	Fred Levenson	Sheldon S. Polish	Michael J. Sullivan	Melvin N. Greenberg
Alan T. Dimond		Marc S. Levin	Roberto R. Pupio	I. Todd Sumner	(1928-1994)

Myrna Norman Golinsky
(305) 789-5375

October 31, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: VIDAL REYNARDUS & MOYA LATIN AMERICA, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
October 31, 1996
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Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Norman Golinsky".

Myrna Norman Golinsky
Legal Assistant

ARTICLES OF INCORPORATION
OF
VIDAL, REYNARDUS & MOYA LATIN AMERICA, INC.

FILED
96 NOV -1 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is VIDAL, REYNARDUS & MOYA LATIN AMERICA, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is One Dadeland Center, 9100 S. Dadeland Blvd., Suite 904, Miami, Florida 33156.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Manolo Vidal
228 E. 45th Street, 11th Floor
New York, NY 10017

Jorge F. Reynardus
228 E. 45th Street, 11th Floor
New York, NY 10017

Jorge I. Moya
228 E. 45th Street, 11th Floor
New York, NY 10017

Pedro de Cordoba
1 Datan Center
9100 S. Dadeland Blvd.
Suite 904
Miami, FL 33156

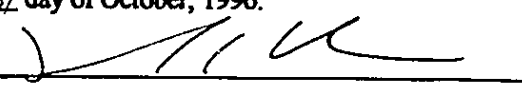
ARTICLE VII

The name of the Incorporator is Fernando C. Alonso and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27 day of October, 1996.



Fernando C. Alonso
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VIDAL, REYNARDUS & MOYA LATIN AMERICA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: Patricia Pizzuto
Patricia Pizzuto, Registered Agent

DATED: November 1st, 1996.

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TALLAHASSEE, FLORIDA