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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: RASCO & REININGER ACCT#: 104076000124  
CONTACT: CARLOS A GATO  
PHONE: (305)261-0500 FAX #: (305)267-1787

NAME: CREDIL U.S.A., INC.  
AUDIT NUMBER.....H96000015690  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 7, 1996

RASCO & REININGER

SUBJECT: CREDIL U.S.A., INC.  
REF: W96000023657

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

THE PERSON SIGNING ON BEHALF OF THE REGISTERED AGENT MUST PUT THEIR CAPACITY WITH THE COMPANY,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6678.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000015690  
Letter Number: 996A00051082

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV. 7. 1996 9:42AM

NO. 0071 P. 2/5

Audit No. H96000015690

ARTICLES OF INCORPORATION  
OF  
CREDIL U.S.A., INC.

The undersigned, acting as incorporator of CREDIL U.S.A., INC.  
under the Florida Business Corporation Act, adopts the following  
Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

CREDIL U.S.A., INC.

and the principal place of business is:

Ricardo Carozzi  
407 Lincoln Rd., Suite 6 G  
Miami Beach, Florida 33139

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of  
filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the  
business of importing and exporting goods and products and in all  
businesses incidental thereto and may engage in any activity or  
business permitted under the laws of the United States and Florida.

This instrument was prepared by:  
SALOMON B. ESQUENAZI, ESQ.  
Rasco & Reininger, P.A.  
5200 Blue Lagoon Drive  
Suite 700  
Miami, Florida 33126  
(305) 261-0500  
Bar No.: 992038

Audit No. H96000015690

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Ricardo Carozzi  
407 Lincoln Rd., Suite 6 G  
Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Salomon B. Esquenazi, Esq. 5200 Blue Lagoon Drive  
Suite 700  
Miami, Florida 33126

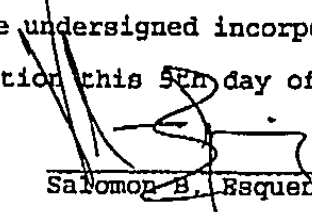
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of November, 1996.

  
\_\_\_\_\_  
Salomon B. Esquenazi, Incorporator

NOV. 7 1996 9:43AM

NO. 0071 P. 5/5

Audit No. H96000015690

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CREDIL U.S.A., INC.  
in the foregoing Articles of Incorporation, we hereby agree to  
accept service of process for said corporation and to comply with  
any and all statutes relative to the complete and proper  
performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS INC.

By: 

Luis Forca, Vice President

corp11682-21anickie

FILED  
96 NOV -7 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ROTH, MILNE & ROUSSO

ATTORNEYS AT LAW

6300 SOUTH DIKE HIGHWAY

PENTHOUSE D

MIAMI, FLORIDA 33106

TELEPHONE (305) 670-0074

FAX (305) 670-0048

LEONARDO A. ROTH

ROBERT A. MILNE

MARK T. ROUSSO

MARK T. ROUSSO

MICHAEL R. LAINE

MIAMI DANK OFFICE

2875 NE 191 ST

PH 3A

AVENUE, FLORIDA 33180

TELEPHONE (305) 466-0022

FAX (305) 466-0000

REPLY TO: MIAMI

\*BARRISTER, ENGLAND AND WALES  
ATTORNEY, FLORIDA

September 4, 1997

Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Credil USA, Inc.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed.

If you have any questions, please contact this office.

Very Truly Yours,

ROTH, MILNE & ROUSSO

LEONARDO A. ROTH

LEONARDO A. ROTH  
LAR, er  
Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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REPUBLIC OF ARGENTINA  
CITY OF BUENOS AIRES  
EMBASSY OF THE UNITED STATES OF AMERICA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CREDIL U.S.A., INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be new corporate address of the  
aforementioned corporation:

4831 N.W. 99 Ct.  
Miami, Florida 33178

SECONG : The following shall be the new Registered Agent of  
the aforementioned Corporation:

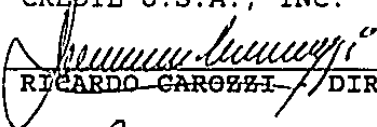
Leonardo A. Roth, Esq.  
c/o Roth, Milne & Rousso  
9350 S. Dixie Hwy., PH2  
Miami, Fl 33156

THIRD : The date of the Amendment's adoption was  
August 13, 1997.

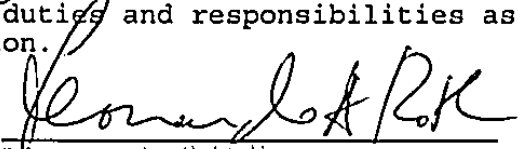
FOURTH : The Amendment was adopted by the Board of Directors  
without Shareholder Action and Shareholder Action  
was not required.

Signed this August 13, 1997.


CREDIL U.S.A., INC.

  
RICARDO CAROZZI, DIRECTOR

I hereby am familiar with the duties and responsibilities as  
registered agent for said corporation.

  
By: Leonardo A. Roth  
Registered Agent

Prepared by:  
Leonardo A. Roth, Esq.  
9350 S. Dixie Hwy., PH2  
Miami, Fl 33156  
Tel (305) 670-9894

  
Subscribed and sworn to before me  
this 27 day of August 1997

Christopher J. Randall  
Consul