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Law Offices of Robert J. Nemrow

9240 Sunset Drive  
Suite 237  
Miami, Florida 33173  
Telephone (305) 274-5900  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 12 AM 10:00

November 6, 1996

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

100002003311--3  
-11/13/96--01152--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of M.V. Produccion Integral, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the articles of incorporation and registered agent certification for M.V. Produccion Integral, Inc. for filing with your office. Also enclosed, please find our check in the amount of \$122.50 for the incorporation and certified copy. Please return a docketed copy of the articles with the certified copy of the incorporation at your earliest convenience. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

ROBERT J. NEMROW

RJN/gl  
encl.

D. BROWN NOV 15 1996

ARTICLES OF INCORPORATION  
OF

M.V. PRODUCCION INTEGRAL, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is M.V. PRODUCCION INTEGRAL, INC.

ARTICLE II

The duration of this corporation is to be perpetual.

ARTICLE III

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

ARTICLE IV

The corporation shall have authority to issue 10,000 shares, all of one class, no par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

9240 Sunset Drive  
Suite 237  
Miami, Florida 33173

ARTICLE VI

The address of the initial registered office is:

9240 Sunset Drive  
Suite 237  
Miami, Florida 33173

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The name of the corporation's registered agent at such address is:

ROBERT J. NEMROW, ESQ.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The name and address of the Incorporator is:

Robert J. Nemrow  
9240 Sunset Drive  
Suite 237  
Miami, Florida 33173

ARTICLE IX

The initial directors of the corporation shall be Beatriz Elsa Marino, Roberto Visaggio, Fabiola Gomez Hernandez, Alfredo Igartua and Veronica Frade, whose address shall be the same as the principal office of the corporation.

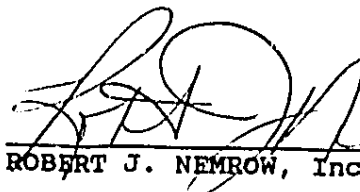
ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Robert J. Nemrow, being the Incorporator of this corporation, make and file these Articles of Incorporation this 4<sup>th</sup> day of November, 1996.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 12 PM 10:00  
  
ROBERT J. NEMROW, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

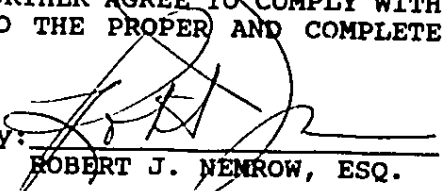
FIRST THAT M.V. PRODUCCION INTEGRAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ROBERT J. NEMROW, ESQ., LOCATED AT 9240 SUNSET DRIVE, SUITE 237, MIAMI, FLORIDA 33173, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY:   
ROBERT J. NEMROW

TITLE: INCORPORATOR

DATE: NOVEMBER 4<sup>th</sup>, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BY:   
ROBERT J. NEMROW, ESQ.