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(960000 37))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: ENTRELAGOS TRUST CORPORATION

AUDIT NUMBER.....H96000018103

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

96 DEC 30 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 30 11 11 AM '96

Don R
12/30/96

The Company Corporation
1313 N. Market Street
Wilmington, Delaware 19801-1151

• TO: DIVISION OF CORPORATIONS

Name: VEYSA

Fax: 904 - 922 - 4001

• FROM

Name: ELIZABETH BROWN

Fax: 302-575-1346

Phone: 1-800-542-2677 - OR - 302-575-0440

COMMENTS:

RE: PLEASE CONFIRM IF

THAT IS CORRECT SPELLING OF YOUR

NAME. THANKS LIZ

H96000018103

ARTICLES OF INCORPORATION
OF
ENTRELAGOS TRUST CORPORATION

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be Entrelagos Trust Corporation.
- SECOND: The address initial registered office of the corporation is 200- A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 10/F. United Chinese Bank Building, 31-37 Des Voeux Rd., Central, Hong Kong.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 10,000 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Virginia S. Dio and Rogelio A. Dio, both of 10/F. United Chinese Bank Building, 31-37 Des Voeux Road Central, Hong Kong.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
Elizabeth Brown 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 24th day of December, 1996.

State of Delaware

Elizabeth Brown
County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of December, 1996 by Elizabeth Brown.

SUSAN M. CRITTIN

NOTARY PUBLIC - STATE OF DELAWARE

MY COMMISSION EXPIRES OCT. 6, 2000

Notary Public

This document was prepared by Elizabeth Brown, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440


H96000018103

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this ENTRELAGOS TRUST CORPORATION desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Tallahassee, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

December 24, 1996
Date

96 DEC 30 11:12
FILED

CSC
P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

P96000104010

ACCOUNT NO. : 072100000032

REFERENCE : 337163 4329479

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piggitt

FILED
97 APR 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 21, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 337163

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

700002148847--6

CHANGE OF AGENT

NAME: ENTRELAGOS TRUST CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

BFchg
KRE 4/21

97 APR 21 PM 12:18
DIVISION OF CORPORATION

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

FILED
97 APR 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- FIRST: The name of the corporation is ENTRELAGOS TRUST CORPORATION.
- SECOND: The address of its present registered office is 200 A John Knox Road, Tallahassee, Florida 32303-6643.
- THIRD: The address to which its registered office is to be changed is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.
- FOURTH: The name of its present registered agent is Larry Wolfe.
- FIFTH: The name of its successor registered agent is A.G.C. Co.
- SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its Board of Directors.

DATED this 14 day of April, 1997.

ENTRELAGOS TRUST CORPORATION,
a Florida corporation

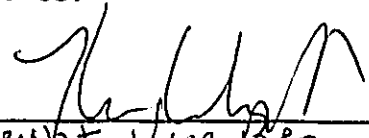
By: 

Rogelio A. Dio
As its: President

The undersigned accepts the appointment of registered agent of ENTRELAGOS TRUST CORPORATION, and is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of April, 1997.

A.G.C. Co.

By: 
Kenneth C. Wright Vice Pres
As its: Vice President

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FILED
97 APR 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC
P.O. Box 5828
Tallahassee, FL 32311
(800) 342-8880

P 96000104010

ACCOUNT NO. : 072100000032

REFERENCE : 337163 4329479

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizzuto

ORDER DATE : April 21, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 337163-010

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

500002148845--2

DOMESTIC AMENDMENT FILING

NAME: ENTRELAGOS TRUST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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:

FILED
97 APR 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 APR 21 PM 12:19
DIVISION OF CORPORATION

Allen
PSS
4/21

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ENTRELAGOS TRUST CORPORATION

FILED
97 APR 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Section 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Articles of Incorporation of ENTRELAGOS TRUST CORPORATION (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 30, 1996, under Charter No. P96000018103;

1. The members of the Board of Directors have approved a change in par value of the capital stock of the corporation, such consent being made without shareholder approval as no shares of common stock of the Corporation have been issued. Therefore, Article Fifth of the Corporation's Articles of incorporation shall be deleted in its entirety and the following inserted in its place:

"FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, \$0.01 par value per share."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors of the Corporation on the 14 day of April, 1997.

DATED this 14 day of April, 1997.

ENTRELAGOS TRUST CORPORATION

****CORPORATE SEAL****

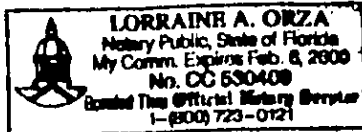
By: 
Rogelio A. Dio, President

STATE OF FLORIDA)
COUNTY OF Orange : ss

The foregoing was acknowledged before me this 15 day of April, 1997, by ROGELIO A. DIO, to me personally

known, and he acknowledged before me that he executed the foregoing Articles of Amendment to Articles of Incorporation, under oath, for the purposes therein set forth with full authority in the premises.

****NOTARIAL SEAL****



Lorraine Orza
NOTARY PUBLIC, State of Florida

D:\09900\00010\ENTREL\AMEND.STO
03\25\97.k1b



THE UNITED STATES
CORPORATION
COMPANY

P96000104010

ACCOUNT NO. : 072100000032

REFERENCE : 478323 4329479

AUTHORIZATION : Patricia Pizitz

COST LIMIT : \$ 87.50

ORDER DATE : July 29, 1997

ORDER TIME : 11:14 AM

ORDER NO. : 478323-005

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

Amend

500002251515--4

97 JUL 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DOMESTIC AMENDMENT FILING

NAME: ENTRELAGOS TRUST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

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:

Accepted
Date

10211
10211

97 JUL 29 PM 2:05
DIVISION OF CORPORATION

ARTICLES OF SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ENTRELAGOS TRUST CORPORATION

FILED
97 JUL 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Section 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Second Amendment to the Articles of Incorporation of ENTRELAGOS TRUST CORPORATION (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 30, 1996, under Charter No. P96060104010, and which Corporation filed Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida on April 21, 1997;

1. The members of the Board of Directors have proposed to the shareholders of the Corporation to increase the number of authorized shares of Common Stock of the Corporation, and the directors and shareholders have voted and approved such amendment. Therefore, Article Fifth of the Corporation's Articles of Amendment to Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

"FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is 2,000,000 shares of Common Stock, \$0.01 par value per share."

2. All other provisions of the Corporation's Articles of Amendment to Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing second amendment to the Articles of Amendment to Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation on the 18 day of July, 1997, and the number of votes cast for the amendment was sufficient for approval.

DATED this 18 day of July, 1997.

ENTRELAGOS TRUST CORPORATION

****CORPORATE SEAL****

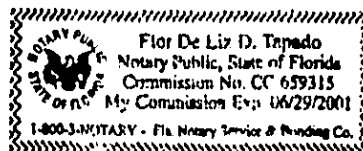
By: [Signature]
Rogelio A. Dio, President

STATE OF FL)
COUNTY OF Orange) SS

The foregoing was acknowledged before me this 18 day of July, 1997, by ROGELIO A. DIO, to me personally known, and he acknowledged before me that he executed the foregoing Articles of Amendment to Articles of Incorporation, under oath, for the purposes therein set forth with full authority in the premises.

*****NOTARIAL SEAL*****

Flor de L. D. Tapado
NOTARY PUBLIC, State of Florida



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07\09\97.k:b