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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: AIM USA, INC.
AUDIT NUMBER.....H97000000995
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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1/16/97 CORPORATE DETAIL RECORD SCREEN 3:10 PM
NUM: R96000005289 ACTIVE/NAME RESERV FLD: 11/06/1996
NAME : ADM USA, INC
FILED BY : JOHNNY C. RODRIGUEZ
ADDRESS : CORPORATE CREATIONS INTERNATIONAL INC.
401 OCEAN DRIVE, SUITE 312, DOOR CODE 125
MIAMI BEACH, FL 33139-6629
EXPIRE AT USUAL TIME: Y

NOTE: THIS RESERVED NAME WILL BE AVAILABLE TO ANY PARTY OTHER THAN THE
ORIGINAL FILING PARTY ON 03/06/1997

Name Reservation

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**Articles of Incorporation
of
AIM USA, Inc.**

Article I. Name

The name of this Florida corporation is:
AIM USA, Inc.

Article II. Address

The mailing address of the Corporation is:
AIM USA, Inc.
Burkheimer Str. 3
79111 Freiburg GERMANY

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Thomas U. Graner
301 Yamato Road, Suite 4199
Boca Raton FL 33431

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Hansjorg Frey
Karl Specht
Hans Zogalla

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 16, 1997

The undersigned incorporator executed these Articles of Incorporation on
January 16, 1997

Corporate Creations International Inc.

By: 

Kara O'Donnell Vice President

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401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0686

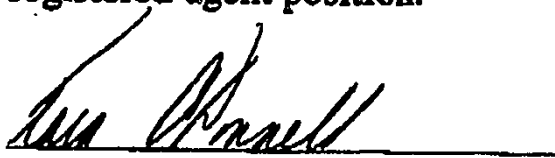
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
AIM USA, Inc.

REGISTERED AGENT:
Thomas U. Graner
301 Yamato Road, Suite 4199
Boca Raton FL 33431

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Thomas U. Graner
by K. O'Donnell as attorney-in-fact

Date: January 16, 1997

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