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MIAMI OFFICE

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1/29/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: ALANCOAR USA, INC.

AUDIT NUMBER.....H97000001752

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

CERT. OF STATUS..1 PAGES..... 4

CERT. COPIES.....0 DEL.METHOD.. FAX

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Handwritten signature and date: 1/29/97

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

Article I. Name

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

EFFECTIVE DATE
1-29-97

Article II. Address

The mailing address of the Corporation is:
Alancoar USA, Inc.
80 SW 8th Street, Suite 2077
Miami FL 33130

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

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Article V. Board of Directors

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.

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80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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

Francisco Javier Copovi

Article VI. Incorporator

The name and address of the incorporator is:

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 29, 1997

The authorized representative of the incorporator executed these Articles of Incorporation on January 29, 1997

Juris Magister Corporate Services

By: 

Luis Agramunt, President

by Kara O'Donnell as attorney-in-fact

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Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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

CORPORATION:
Alancoar USA, Inc.

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

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.



Luis Agramunt
by Kara O'Donnell as attorney-in-fact

Date: January 29, 1997

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