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GEIGER KASDIN -

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12:08 PM

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

FAX #: (305)372-0052

PHONE: (305)372-5000

NAME: RY CORP.

AUDIT NUMBER.....H97000001804

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

CERT. OF STATUS..1

PAGES..... 4

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FA#: H97-1804

**ARTICLES OF INCORPORATION OF
RY CORP.****ARTICLE I
NAME**

The name of the Corporation is RY CORP.

**ARTICLE II
DURATION**

This Corporation shall commence its existence as of January 27, 1997 and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 455 Lincoln Road, Miami Beach, Florida 33139.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which shall be designated "Common Shares."

Neisen O. Kasdin, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 302783

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FA#: H97-1804

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is NEISEN O. KASDIN, ESQ.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

NEISEN O. KASDIN, ESQ.

1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

SENT BY:

1-30-97 :12:59PM ;

GEIGER KASDIN -

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FA#: H97-1804

**ARTICLE X
OFFICERS**

The following shall be the officers of the Corporation:

President	-	ROBERTO CAAN
Vice-President/Secretary/Treasurer	-	YVES BECHNAINOU

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 30th day of JANUARY, 1997.



NEISEN O. KASDIN, ESQ.

FA#: H97-1804

SENT BY:

1-30-97 12:58PM :

GEIGER KASDIN -

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FA#: H97-1804

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT RY CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, HAS NAMED NEISEN O. KASDIN, ESQ., LOCATED AT 1428 BRICKELL
AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



NEISEN O. KASDIN, ESQ.

Incorporator
TITLE

01/30/97
DATE

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



NEISEN O. KASDIN, ESQ.

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