

P970000/0618



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245597 4303929

AUTHORIZATION : Patricia Pijut

COST LIMIT : \$ 122.50

ORDER DATE : February 3, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 245597-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein GREENBERG TRAUERIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A. 22nd Floor 1221 Brickell Avenue Miami, FL 33131-3238

900002075669--9

DOMESTIC FILING

NAME: FERCON FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED 97 FEB -3 PM 3: 22 TALLAHASSEE, FLORIDA

RECEIVED 97 FEB -3 AM 11: 59 DIVISION OF CORPORATION

Handwritten initials and date: KR 2.3.97

ARTICLES OF INCORPORATION
OF
FERCON FLORIDA, INC.

97 FEB -3 PM 3:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FERCON FLORIDA, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Ave, City of Miami, County of Dade, State of Florida 33131 and the name of its initial registered agent at such office is PAULO C. MIRANDA.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

DAVID SPILBERG
Avenida Delfim Moreira 54, Apt. 101
Rio de Janeiro, Brazil

Zina Spilberg
Avenida Delfim Moreira 54, APT. 101
Rio de Janeiro, Brazil

ARTICLE VII

The name of the Incorporator is PAULO C. MIRANDA and the address of the Incorporator is 101 N.W. 85 Place, Miami, Florida 33126.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 31 day of January, 1997.



PAULO C. MIRANDA Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FERCON FLORIDA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



PAULO C. MIRANDA

Dated: January 31, 1997

FILED
97 FEB -3 PM 3:22
SECRET
TALLAHASSEE, FLORIDA