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OF COUNSEL

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February 12, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Attn: Corporate Records

Talamanca Pipeline, Inc.

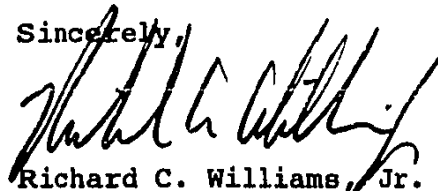
Dear Sir or Madam:

Enclosed for filing with your office are the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



Richard C. Williams, Jr.

RCW, JR:cet
Encls.
cc: J. Ross Ziff

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 17 AM 8:33

FILED

CHIEF OF BUREAU FEB 24 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TALAMANCA PIPELINE, INC.

ARTICLE I - NAME

The name of this Corporation is Talamanca Pipeline, Inc.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 8728 U. S. 19, Suite 191, Port Richey, Florida 34668, and the mailing address of the Corporation is the same.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 8728 U. S. 19, Suite 191, Port Richey, Florida 34668, and the initial registered agent of this Corporation at such office shall

be J. Ross Ziff, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

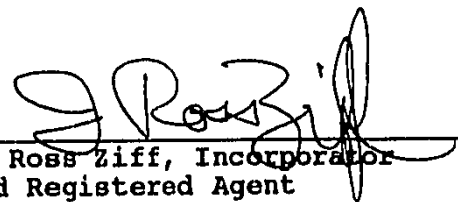
The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Michelle Bachelier	15 Selwood Place London, SW73LW UNITED KINGDOM
J. Ross Ziff	7850 Washington Street Port Richey, FL 34668
Dr. Gideon Hadary	555 South Gulfstream Avenue Suite 902 Sarasota, FL 34238

ARTICLE VIII - INCORPORATOR


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

<u>Name</u>	<u>Address</u>
J. Ross Ziff	7850 Washington Street Port Richey, FL 34668


J. Ross Ziff, Incorporator
and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PASCO) SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared J. ROSS ZIFF, who is personally known to me or who has produced Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation of Talamanca Pipeline, Inc., and he acknowledged before me that he executed the same this 12 day of February, 1997.



Notary Public

My Commission Expires:



JOANNE M JACKSTO
My Commission CC090884
Expires Feb. 08, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Talamanca Pipeline, Inc., at the place designated in the Articles of Incorporation, J. ROSS ZIFF agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: February 12, 1997.



J. ROSS ZIFF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA