



THE UNITED STATES
CORPORATION
COMPANY

P97000021605

ACCOUNT NO. : 072100000032

REFERENCE : 286924 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 10, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 286924-005

CUSTOMER NO: 4306424

CUSTOMER: Debra E. Kirschner, Legal Asst
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

FILED
97 MAR 10 PM 2:18
STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: INTERAMERICAN ATLANTIC
DEVELOPMENT CORPORATION

EFFECTIVE DATE
3.3.97

EFFECTIVE DATE: 3-3-97

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

K.R. MAR 10 1997

RECEIVED
97 MAR 10 AM 10:52
DIVISION OF CORPORATION

EFFECTIVE DATE
3.3.97

ARTICLES OF INCORPORATION

OF

INTERAMERICAN ATLANTIC DEVELOPMENT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is InterAmerican Atlantic Development Corporation (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 4874, Miami, Florida, 33131; and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 316 Royal Poinciana Plaza; Palm Beach, Florida, 33480.

ARTICLE VI - COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall commence on March 3, 1997 and these Articles of Incorporation shall be filed with the Department of State within five (5) business days thereof.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

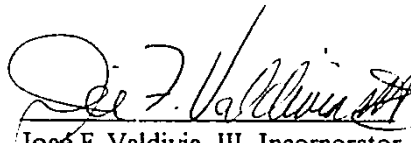
The initial Board of Directors shall be appointed by the Incorporator at a later date. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

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

José F. Valdivia, III
200 South Biscayne Boulevard, Suite 4100
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of March, 1997.


José F. Valdivia, III, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

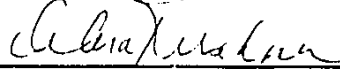
That InterAmerican Atlantic Development Corporation, desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, Suite 4874, Miami, Florida, 33131, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 7th day of March, 1997.

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Kirschner, Vice President

MI/A9510/140320-1

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