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ACCOUNT NO. : 072100000032

REFERENCE : 290492 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : March 12, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 290492-005

CUSTOMER NO: 4303929

400002111454--7

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

DOMESTIC FILING

NAME: GAZETA MERCANTIL U.S.A., 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: Kathy Drake

EXAMINER'S INITIALS: _____

K.R.

MAR 12 1997

FILED
97 MAR 12 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 12 PM 1:50
OFFICE OF THE
CLERK OF THE
SUPREME COURT

ARTICLES OF INCORPORATION
OF
GAZETA MERCANTIL U.S.A., INC.

FILED
97 MAR 12 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GAZETA MERCANTIL U.S.A., INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1110 Brickell Avenue, Suite 430, Miami, FL 33131 - 3199

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 1110 Brickell Ave, Suite 430, City of Miami, County of Dade, State of Florida 33131-3199 and the name of its initial registered agent at such office is Victor Pagliari Levy.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) directors, 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 two (2), 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:

Luiz Fernando Ferreira Levy
President
1110 Brickell Avenue, Suite 430
Miami, FL 33131-3199

Victor Pagliari Levy
Vice - President
1110 Brickell Avenue, Suite 430
Miami, FL 33131-3199

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ARTICLE VII

The name of the Incorporator is Victor Pagliari Levy and the address of the Incorporator is 1110 Brickell Ave., Suite 430, Miami, Florida 33131-3199.

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 10 day of March, 1997.



Victor Pagliari Levy, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GAZETA MERCANTIL U.S.A. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Victor Pagliari Levy

Dated: March 10, 1997