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ACCOUNT NO. : 072100000032

REFERENCE : 311234 4303929

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : March 28, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 311234-005

6000002126936--4

CUSTOMER NO: 4303929

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: METASA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
97 MAR 28 AM 11:37
TALLAHASSEE, FLORIDA

8N MAR 28 1997

97 MAR 28 11:37 AM
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METASA, INC.

FILED
97 MAR 28 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

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

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 601 Brickell Key Drive, Suite 102, Miami, FL 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 Avenue, 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 one (1) 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 one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Luiz Guilherme M. Affonso
Director
20 Island Drive
Key Biscayne, FL 33149

ARTICLE VII

The name of the Incorporator is Paulo C. Miranda and the address of the Incorporator is 1221 Brickell Ave., 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 26th day of March, 1997.



Paulo C Miranda, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of METASA, 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: March 26, 1997

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97 MAR 28 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA