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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: 7 THE FORUM INT'L CORP.

AUDIT NUMBER.....H97000005831

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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STATE
TALLAHASSEE, FLORIDA

K.R. APR 17 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1997

EMPIRE

SUBJECT: THE FORUM INT'L CORP.
REF: W97000008315

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6922.

Bobbie Cox
Senior Corporate Section Administrator Letter Number: 697200017942

FAX Aud. #: W97000005831

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 19, 1997

TATIANA AVEILLE
FREEMAN, BUTTERMAN & HARR
520 BRICHELL KEY DRIVE
MIAMI, FL 33131

The name THE FORUM INTERNATIONAL LIMITED PARTNERSHIP has been reserved for 120 days beginning March 19, 1997. The reservation number is R97000001307 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 397A00013959

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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FREEMAN, BUTTERMAN & HABER
580 BRICKELL KEY DRIVE, SUITE 0-308
MIAMI, FLORIDA 33131

MARCO E. ROJAS

DADC (208) 374-3800
TELEFAX (208) 374-1188

April 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: THE FORUM INT'L CORP.

Dear Sirs:

Pursuant to our telephone conversation of April 7, 1997, we are hereby releasing the corporate name reservation of THE FORUM INTERNATIONAL LIMITED PARTNERSHIP which was reserved on March 18, 1997 with reservation number R97000001307.

Enclosed please find a copy of the Articles of Incorporation, for THE FORUM INT'L CORP which we have forwarded to Empire Corporate Kit for the formation of the corporation.

Should you have any questions, or require any additional information regarding this matter do not hesitate to contact me.

Sincerely yours


Marco E. Rojas

MER/pr
Enc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE FORUM INT'L CORP.

ARTICLE I

NAME

The name of the Corporation is THE FORUM INT'L CORP.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 1110 Brickell Avenue, Suite 400, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue Five Thousand (5,000) shares of voting common stock with \$1.00 par value.

Prepared by:

Jorge Palmero
1110 Brickell Avenue
Suite 400
Miami, Florida 33131
305-374-3800

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ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 1110 Brickell Avenue, Suite 400, Miami, Florida 33131. The initial Registered Agent at that address is Jorge Palmaro.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Jorge Palmaro, Director

1110 Brickell Avenue
Suite 400
Miami, Florida 33131

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Jorge Palmero,
1110 Brickell Avenue, Suite 400, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of March, 1997.



Jorge Palmero

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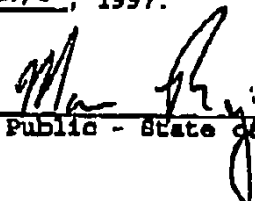
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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jorge Palmaro, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 24 day of MARCH, 1997.

My commission expires:


Notary Public - State of Florida



MARCO E. ROJAS
My Comm Exp. 2/03/98
Bonded By Service Inc
No. CG345343
((Penalty)) \$1000.00

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Forum Int'l Corp.
2. The name and address of the Registered agent and office is: Jorge Palmero, 1110 Brickell Avenue, Suite 400, Miami, Florida 33131.

Signature:

Jorge Palmero

Title:

Registered Agent

Date:

3/24/97

Jorge Palmero has been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Jorge Palmero

Date:

3/24/97

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