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RICHARD I. GOODMAN

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April 21, 1997

Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL

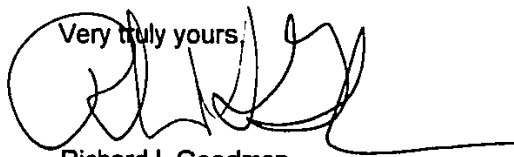
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****122.50 ****122.50

Re: **Bellefroid U.S.A. Corp.**

Gentlemen:

Enclosed is proposed Charter for Bellefroid U.S.A. Corp. and a check for \$122.50 payable to the Secretary of State. Please file this proposed corporation. Thank you.

Very truly yours,



Richard I. Goodman

RIG:bwg
Enclosures
cc: Jean-Marie Bellefroid

APR 28

FILED
97 APR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BELLEFROID U.S.A. CORP.**

FILED
97 APR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BELLEFROID U.S.A. CORP.

The address of the principal office of this corporation shall be:

Suite 200, 3127 Ponce de Leon Boulevard
Coral Gables, Florida 33134-6816

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:

Suite 200, 3127 Ponce de Leon Boulevard
Coral Gables, Florida 33134-6816

and the name of the initial registered agent of the corporation at that address is Richard I. Goodman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and address of the initial members of the Board of Directors are:

Jean Marie Bellefroid
c/o Richard I. Goodman
Suite 200 - 3127 Ponce de Leon Blvd.
Coral Gables, FL 33134-6816

Nicole Bellefroid
c/o Richard I. Goodman
Suite 200 - 3127 Ponce de Leon Blvd.
Coral Gables, FL 33134-6816

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jean Marie Bellefroid/President
c/o Richard I. Goodman
Suite 200- 3127 Ponce de Leon Blvd.
Coral Gables, FL 33134-6816

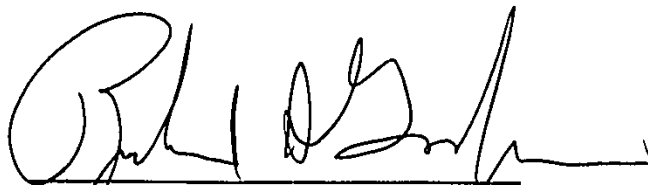
Nicole Bellefroid, Vice President
and Secretary
c/o Richard I. Goodman
Suite 200 - 3127 Ponce de Leon Blvd.
Coral Gables, FL 33134-6816

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Richard I. Goodman
Suite 200 - 3127 Ponce de Leon Boulevard
Coral Gables, Florida 33134-6816

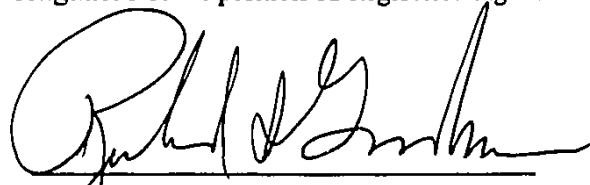
IN WITNESS WHEREOF, the undersigned incorporation, Richard I. Goodman, has hereunto set his hand and seal on April 21, 1997.



RICHARD I. GOODMAN, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Richard I. Goodman having been designated as the Registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


RICHARD I. GOODMAN

FILED
97 APR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA