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CARLTON FIELDS
FILED

ATTORNEYS AT LAW

97 APR 30 PM 1:21

4000 INTERNATIONAL PLACE
100 S. E. SECOND STREET
MIAMI, FLORIDA 33131

SEVENTH FLOOR
TALLAHASSEE, FLORIDA

MAILING ADDRESS:
P.O. BOX 019101, MIAMI, FL 33131-9101
TEL (305) 530-0050 FAX (305) 530-0055

April 28, 1997

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VIA FEDERAL EXPRESS

Secretary of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: ARY IMPORT & EXPORT CORP.

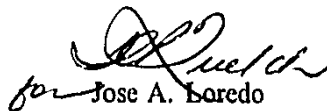
Dear Sirs:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above company; and
2. Our firm's check in the amount of \$122.50 to cover the filing fee.

Please expedite the formation of the referenced corporation and return a date-stamped copy of the Articles of Incorporation to the undersigned in the enclosed pre-addressed federal express envelope.

Very truly yours,


for Jose A. Baredo
For the Firm

PK
5/2/97

Enclosures

cc: Ms. Griffith (w/enclosures)

1136719

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

MIAMI

**ARTICLES OF INCORPORATION
OF
ARY IMPORT & EXPORT CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **ARY IMPORT & EXPORT CORP.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to import and export tiles and other construction materials.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of One Dollar (\$1.00).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

ADDRESS

The initial address of the principal office of this corporation is to be 13615 S. Dixie Highway, Suite 303, Miami, Fl 33176. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is two (2), whose name and address are:

Lucero Arroyo Griffith
13615 S. Dixie Highway, Suite 303,
Miami, Fl 33176

Alfredo Echeverri
13615 S. Dixie Highway, Suite 303,
Miami, Fl 33176

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is 13615 S. Dixie Highway, Suite 303, Miami, Fl 33176 and the name and address of this Corporation's initial registered agent is:

Jose A. Loreda, Esq.
100 S. E. Second Street
Suite 4000
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Jose A. Loreda, Esq.
100 S. E. Second Street
Suite 4000
Miami, Florida 33131

ARTICLE IX

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

INDEMNIFICATION

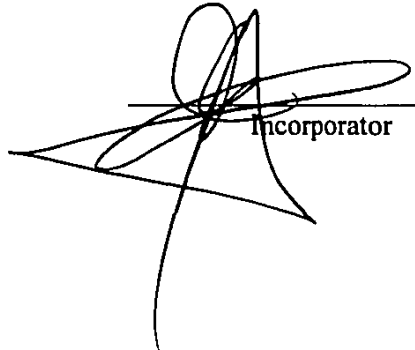
This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

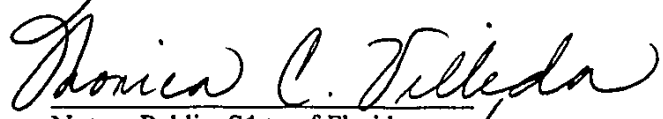
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of April, 1997.


Incorporator

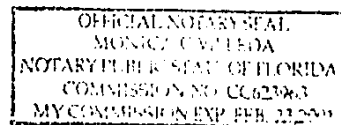
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSE A. LOREDO who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 28th day of April, 1997.


Notary Public, State of Florida
Print Name: MONICA C. VILLEDA

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **ARY IMPORT & EXPORT CORP.**, desiring to incorporate under the laws of the State of Florida, has named JOSE A. LOREDO, with an address of 100 S.E. Second Street, Suite 4000, Miami, Florida 33131, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 28th day of April, 1997.



Jose A. Lored, Registered Agent

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TALLAHASSEE, FLORIDA