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May 12, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Axis (USA), Inc.

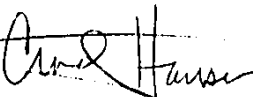
Dear Sir/Madam:

Enclosed herein please find the original and one copy of Articles of Incorporation for the above referenced "for profit" corporation which is being formulated. Also enclosed is this firm's check in the amount of \$122.50 which represents your filing fee, registered agent designation fee and fee for providing a certified copy of these articles. We request that you file these Articles of Incorporation as soon as possible and then return a certified copy of these Articles of Incorporation to my attention at the address above.

Your attention in this matter is appreciated.

Sincerely,

BUTLER, BURNETTE & PAPPAS



Cindy Hanson
Paralegal

Bmc
5/16/97

FILED
97 MAY 14 PM 4:11
SEC. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AXIS (USA), INC.**

FILED
97 MAY 14 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Office

The name of the corporation shall be AXIS (USA), INC., the address for the corporation shall be 8300 N.W. 53rd Street, Suite 202, Miami, Florida 33166.

ARTICLE II

Term of Existence

This corporation shall have perpetual existence, commencing from the date of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III

Purpose

The purposes for which this corporation is formed is to do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes, which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation. The purposes of this corporation shall be carried out only through officers, employees, and agents.

ARTICLE IV

Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of common voting stock having a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI

Registered Office and Agent

The street address of the initial registered office of this corporation shall be 8300 N.W. 53rd Street, Suite 202, Miami, Florida 33166 and the name of its initial registered agent at such address shall be Frank X. DeLessio.

ARTICLE VII

Directors

This corporation shall initially have 1 directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Directors

The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be:

Frank X. DeLessio
8300 N.W. 53rd Street, Suite 202
Miami, Florida 33166

ARTICLE IX

Incorporator

The name and street address of the incorporators of this corporation shall be:

Frank X. DeLessio
8300 N.W. 53rd Street, Suite 202
Miami, Florida 33166

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation

is pecuniarily or otherwise interested in any other corporation, or is a director or officer of any other corporation. Any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE IX

Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are

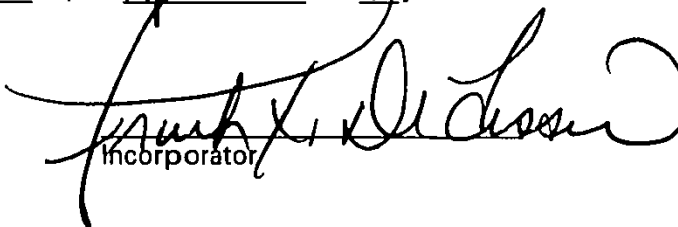
not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

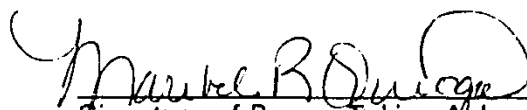
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of April, 1997


Incorporator

STATE OF FLORIDA

COUNTY OF Dade

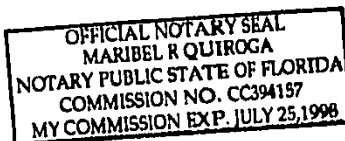
The foregoing instrument was acknowledged before me this 25 day of April, 1997 by Frank X. DeLesso, who is personally known to me or who has produced _____ as identification.


Signature of Person Taking Acknowledgment

Maribel R. Quiroga
Name of Person Taking Acknowledgment

Title or Rank

Serial Number



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

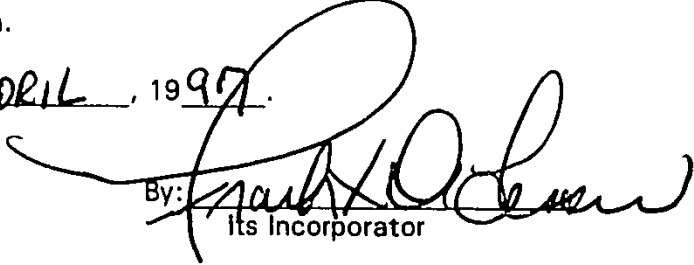
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97 MAY 14 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

That AXIS (USA), INC., desiring to organize under the laws of the State of Florida, has named Frank X. DeLessio as its registered agent to accept service of process within the State of Florida.

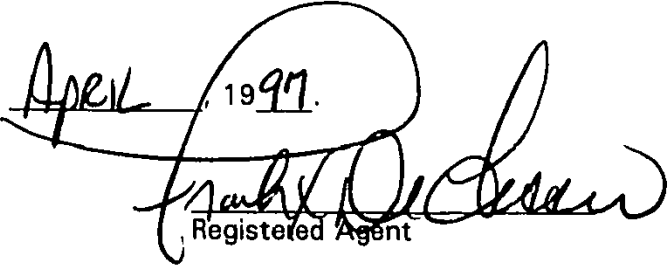
DATED this 25 day of APRIL, 1997.

By: 
Its Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 25 day of APRIL, 1997.


Registered Agent