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August 20, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Imeba Corporation
File No. 5274/11173

500002273445--8
-08/21/97--01050--017
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

NASON, YEAGER, GERSON,
WHITE & LIOCE, P.A.

Georgina J. Popham
Georgina J. Popham
Legal Assistant

FILED
97 AUG 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Check
Articles in duplicate

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AL AUG 22 1997

ARTICLES OF INCORPORATION
OF
IMEBA CORPORATION

FILED
97 AUG 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

IMEBA CORPORATION

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

c/o Gary N. Gerson, Esq.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson, Esq.

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Gary N. Gerson, Esq.

1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401

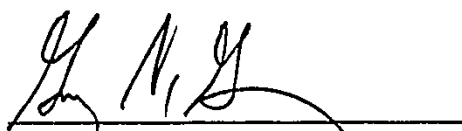
ARTICLE VII

DIRECTORS

The name and address of the individuals who are to serve as the initial directors of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Silvia Merki	Steinengraben 55 4051 Basel SWITZERLAND
Roland Steinmetz	Steinengraben 55 4051 Basel SWITZERLAND

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 18th day of August, 1997.



Gary N. Gerson, Esq., Incorporator

DESIGNATION AND ACCEPTANCE

FILED

OF

97 AUG 21 PM 3:50

REGISTERED AGENT

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Gary N. Gerson, Esq. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Blvd., Suite 1200, West Palm Beach, Florida 33401, has named Gary Gerson, Esq. located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gary N. Gerson, Esq., Registered Agent