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ACCOUNT NO. : 072100000032

REFERENCE : 534225 7136342

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 18, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 534225-005

CUSTOMER NO: 7136342

CUSTOMER: Noel J. Feinberg, Esq
NOEL J. FEINBERG

Suite 304b
12550 Biscayne Boulevard
Miami, FL 33181

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-09/18/97--01077--004
****122.50 ****122.50

DOMESTIC FILING

NAME: IMO AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

FILED
97 SEP 18 PM 3:01
RECEIVED
97 SEP 19 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

IMO AMERICA, INC.

FILED

97 SEP 18 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is IMO AMERICA, INC.

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE II. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act or engaged in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00
par value common stock

Internal Revenue Code and the regulations issued thereunder.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation and the mailing address of the corporation is 2065 N.E. 121ST ROAD, MIAMI, FLORIDA 33181 and the name of the initial registered agent at such address is HEIDI MASO.

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
HEIDI MASO	2065 N.E. 121ST ROAD MIAMI, FLORIDA 33181

ARTICLE VII. INCORPORATOR

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
HEIDI MASO	2065 N.E. 121ST ROAD MIAMI, FLORIDA 33181


ARTICLE VIII. ELECTION OF OFFICERS

At the election of the officers of this corporation, this corporation may be qualified as a Sub-Chapter S corporation pursuant to the laws of the United States and the Internal

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

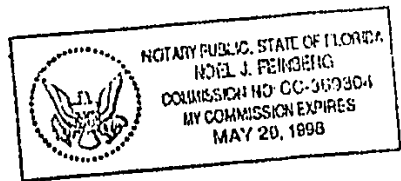
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of September, 1997.


HEIDI MASO (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of September, 1997, by HEIDI MASO, who is personally known to me or who has produced N/A as identification and who did take an oath.


NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 **IMO AMERICA, INC.**
2. The name and address of the registered agent and office is:

Name: **HEIDI MASO**

Address: **2065 N.E. 121ST ROAD**
 MIAMI, FLORIDA 33181

HAVING 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 AGREE 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 _____

HEIDI MASO

DATE _____

SEPTEMBER 18 1997

FILED
SEP 18 PM 3:01
STATE
FLORIDA