

11/11/97

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: QUIMICA LARA USA, INC.

AUDIT NUMBER.....H97000018753

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1997

EMPIRE

SUBJECT: QUIMICA LARA USA, INC.
REF: W97000025531

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ARTICLES OF INCORPORATION
OF
QUIMICA LARA USA, INC.

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the Corporation is QUIMICA LARA USA, INC., and the principal address is 8310 N.W. 68th Street, Miami, Florida 33166.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, P.A.
10621 N. Kendall Drive, Suite 208
Miami, FL 33176
(305) 598-6577
Fl. Bar No. 749060

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8310 N.W. 68th Street, Miami, Florida 33166, and the name of the initial registered agent of this corporation is Juan Castro at this address.

Article VI

DIRECTORS

(a) Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Vincenzo Recchimurzo Delaven President	8310 N.W. 68th Street Miami, Florida 33166
Juan Carlos Castro Vice President and Secretary	8310 N.W. 68th Street Miami, Florida 33166

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

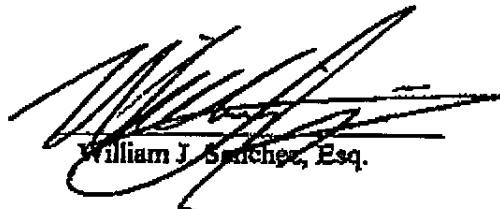
William J. Sanchez
10621 N. Kendall Drive
Suite 208
Miami, Florida 33176

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 3rd day of November, 1997.



William J. Sanchez, Esq.

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State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me this
3rd day of November 1997.

Yolanda Fernandez
Notary Public, State of Florida



YOLANDA FERNANDEZ
My Commission CC488642
Expires Sept. 29, 1998
Bonded by ANG
800-852-6878

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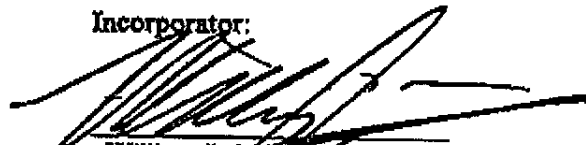
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Química Lara USA, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, with office located at 8310 N.W. 68th Street, Miami, Florida 33166, has designated Juan Carlos Castro, as its agent and accept service of process within Florida.

Incorporator:


William L. Stuenkel
Date: 11/3/97

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Juan C. Castro

Date: 11/3/97

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