



THE UNITED STATES
CORPORATION
COMPANY

097000100029

ACCOUNT NO. : 072100000032

REFERENCE : 638950 100534A

AUTHORIZATION :

Patricia Pajut

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 638950-005

CUSTOMER NO: 100534A

000002374900--5

CUSTOMER: Carol Nazarkewich, Legal Asst
ADLER GROUP, INC.

1400 Northwest 107th Avenue
4th Floor
Miami, FL 33172

DOMESTIC FILING

NAME: FLEXSPACE USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 PM 1:21

RECEIVED
97 DEC 17 PM 12:13
DIVISION OF CORPORATIONS

g 12/17/97

ARTICLES OF INCORPORATION

OF

FlexSpace USA, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 PM 1:22

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is FlexSpace USA, Inc. (hereinafter called the "Corporation").

ARTICLE II

The street address of the principal office and the mailing address of the Corporation is 1400 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office is 1400 N.W. 107th Avenue, Miami, Florida 33172, and the name of the initial registered agent at such office is Joel Levy.

ARTICLE V

The name and of the Incorporator is Joel Levy and the address of the Incorporator is 1400 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE VI

The initial board of directors shall consist of 3 members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Michael M. Adler	1400 N.W. 107th Avenue, Miami, Florida 33172
Joel Levy	1400 N.W. 107th Avenue, Miami, Florida 33172
Luis Arrizurieta	1400 N.W. 107th Avenue, Miami, Florida 33172

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of December, 1997.

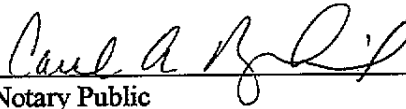


JOEL LEVY

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

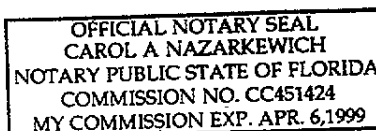
BEFORE ME, the undersigned authority, personally appeared JOEL LEVY, to me described who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 16th day of December, 1997.



Notary Public

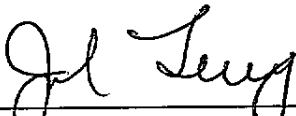
My Commission Expires:



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DIVISION OF CORPORATIONS
97 DEC 17 PM 1:22

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of, and to accept service of process for FlexSpace USA, Inc. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Section 607.0505.



Joel Levy, Registered Agent

Dated: December 16, 1997