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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: OLTEX USA, INC.

AUDIT NUMBER.....H97000021173

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

December 24, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: OLTEX USA, INC.
REF: W97000028601

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

FAX Aud. #: H97000021173
Letter Number: 997A00060301

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ARTICLES OF INCORPORATION

OF

OLTEX USA, INC.

ARTICLE I.

NAME

The Name of the Corporation is **OLTEX USA, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Michael A. Bander, Esq.
Michael A. Bander, P.A.
444 Brickell Avenue, Suite 300
Miami, Florida 33131
Bar # FL 171967
(305) 358-5800

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is: 1770 San Souci Boulevard, North Miami, Florida 33181.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Register Agent Service Corporation:

Michael A. Bander, Esq.
Michael A. Bander, P.A.
444 Brickell Avenue, Suite 300
Miami, Florida 33131
(305) 358-5800

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his/her successors are elected and qualified shall be:

NAME

President/Director
Secretary/Director

Alejandro Olender
Barbara Jordan

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Alejandro Olender, 1770 San Souci Boulevard, North Miami, Florida 33181.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 10th day of December, 1997.

x Alejandro Olender
Alejandro Olender
Incorporator

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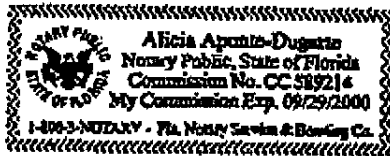
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me **Alejandro Olender** to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and he executed the same freely and voluntarily for the uses and purposed therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 10th day of December, 1997.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE**

Pursuant to the provisions of section 607.0501, 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:

OLTEX USA, INC.
2. The name and address of the Registered Agent and office is:
Michael A. Bander, Esq.
Michael A. Bander, P.A.
444 Brickell Avenue, Suite 300
Miami, Florida 33131
(305) 358-5800

SIGNATURE:

Michael A. Bander

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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