



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 665674 8437A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 9:08

ORDER DATE : January 12, 1998

ORDER TIME : 2:56 PM

ORDER NO. : 665674-005

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-01/13/98--01001--028

****122.50 ****122.50

CUSTOMER NO: 8437A

CUSTOMER: Ms. Karin L. Huget
BAUR MILLER & WEBNER, PA
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

DOMESTIC FILING

NAME: BERSA-CHEM, 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: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
98 JAN 12 PM 4:19
DIVISION OF CORPORATION

8/11/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 9:08

ARTICLES OF INCORPORATION

OF

BERSA-CHEM, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

BERSA-CHEM, INC.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Thomas Baur.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have two directors, initially. The name and street address of the initial members of the Board of Directors is:

Bernardo Birnbaum
Salomon Crespi
100 N. Biscayne Blvd. 21st Floor
Miami, FL 33132

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Karin L. Huget, Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Karin L. Huget
Incorporator

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BERSA-CHEM, INC.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, THOMAS BAUR., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 7th day of January, 1998.



Thomas Baur