

P9800000 4733



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 670195 8437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 15, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 670195-005

CUSTOMER NO: 8437A

CUSTOMER: Frederick Woodbridge, Jr., Esq
BAUR MILLER & WEBNER, PA

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-01/15/98-01063-021
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21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

DOMESTIC FILING

NAME: TOUZON CORPORATION

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: Christopher Smith

EXAMINER'S INITIALS:

FILED
98 JAN 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 15 PM 12:34
DIVISION OF CORPORATION

QW 1-15-98

FILED
98 JAN 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOUZON CORPORATION**

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:

TOUZON CORPORATION

The principal place of business of this corporation initially shall be 5020 SW 102 CT, Miami, FL 33165.

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 10,000 shares of common stock having a par value of \$1 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 Frederick Woodbridge, Jr.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Antonio M. Fernández-Touzón
5020 SW 102 CT
Miami, FL 33165

ARTICLE VII.

GRANT OF PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE VIII.

CUMULATIVE VOTING FOR DIRECTORS

There shall be no cumulative voting for directors.

ARTICLE IX.

INDEMNIFICATION

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation. Indemnification specifically provided by set forth in the Florida Business Corporation Act shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its directors or officers shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

ARTICLE X.

NO PERSONAL LIABILITY

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction

from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Article or Incorporation are filed with the Secretary of State.

ARTICLE XI.

CORPORATION PURCHASE OF ITS OWN SHARES

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

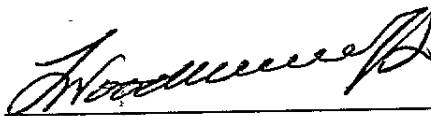
ARTICLE XII.

INCORPORATOR

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

Frederick Woodbridge, Jr, 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.



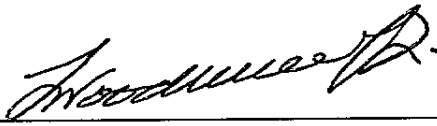
Frederick Woodbridge, Jr.
Incorporator

TOUZON CORPORATION

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 13th day of January, 1998.



Frederick Woodbridge, Jr.

FILED
98 JAN 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA