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January 14, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002405206--4
-01/20/98--01107--007
***122.50 ***122.50

SUBJECT: **C & R International S.A.**^{Inc.} (proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50 which includes filing fee for the Articles of Incorporation and Registered Agent filing fee.

FROM :Darryl M. Henry

Address 1150 N.W. 72nd Ave.

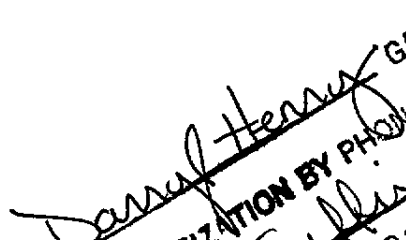
City & State & Zip Miami, FL 33126

Telephone: 305-591-0722

Thank You


Darryl M. Henry
Secretary

FILED
98 JAN 20 AM 11:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Sullivan
DATE 1-21-98
DOC. EXAM. mm

ARTICLES OF INCORPORATION

C & R International S.A., Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of incorporation.

ARTICLE I

The name of the corporation is **C & R International S.A., Inc.**

ARTICLE II (PLACE OF BUSINESS)

This corporation will have as its principle place of business 1150 NW 72nd Ave Suite 410 Miami, Fl. 33126 and the mailing address will be 1150 NW 72nd Ave. Suite 410 Miami, FL 33126.

ARTICLE III (PLACE OF INCORPORATION)

This Corporation shall have a perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State of the STATE of FLORIDA.

ARTICLE IV

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or the United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V (POWERS)

The corporation shall have all the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI (COMMON STOCK)

This Corporation is authorized to issue Two thousand five hundred (2500) shares of One-Dollar (\$1.00) par value common stock.

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TALLAHASSEE, FLORIDA

ARTICLE VII
(INITIAL BOARD OF DIRECTORS)

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time as provided in the By-Laws, but shall never be less one. The names and addresses of the initial officers and directors of this corporation are:

Managing Director / President
Jose A. Lopez
1150 N.W. 72nd Ave. Suite 410
Miami, Fl 33126

Director / Secretary / Treasurer
Darryl M. Henry
1150 N.W. 72nd Ave. Suite 410
Miami, Fl 33126

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as Incorporator is :

Darryl M. Henry
1150 N.W. 72nd Ave. Suite 410
Miami, Fl 33126

The undersigned incorporator has executed the Articles of Incorporation of this corporation on this 14th day of January, 1998.


Darryl M. Henry
(Signed)

ARTICLE X
(INITIAL REGISTERED OFFICE AND AGENT)

The street address of the Initial Registered Agent of this corporation is 1150 N.W. 72nd Ave. Suite 410 Miami, Fl 33126 and the name of the Initial Registered Agent of the corporation at this address is Darryl M. Henry.

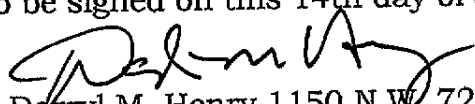
CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 proposed name is **C & R International S.A., Inc.**

I hereby accept this appointment of, and designation as Registered Agent for the service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation herein above set forth; and do agree to act in this capacity and further agree to comply with all of the statutes relating to proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent and do hereby state that I may be found as Registered Agent for service of the proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHERE OF ; as said Registered Agent, I have caused this statement to be signed on this 14th day of January, 1998.

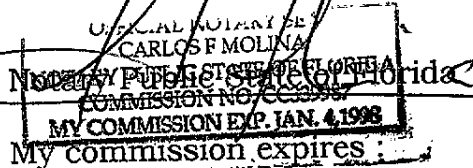

Darryl M. Henry 1150 N.W. 72nd Ave, Suite 410 Miami, Fl 33126

STATE OF FLORIDA

SS:

COUNTY OF DADE **BEFORE ME**, the undersigned authority, personally appeared Darryl M. Henry, known to me to be the person who accepted the appointment of and designation as Registered Agent of this proposed corporation, and he acknowledged before me that and executed said instrument for the purpose therein stated.

IN WITNESS WHERE OF; I have hereunto set my hand and official seal in the County and State aforesaid this 15 day of January, 1998.


OFFICIAL NOTARY SE
CARLOS F. MOLINA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC33998
MY COMMISSION EXPIRES JAN. 4, 1998
My commission expires

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN 20 AM 11:25

FILED