

PG 8000007725



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 677791 92490A

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 122.50

ORDER DATE : January 22, 1998

ORDER TIME : 11:21 AM

ORDER NO. : 677791-005

CUSTOMER NO: 92490A

CUSTOMER: Gerardo A. Vazquez, Esq
PROFILET & ASSOCIATES

500002408995--0

Suite 407
501 Brickell Key Drive
Miami, FL 33131

DOMESTIC FILING

NAME: AGROMAR U.S.A., 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: Andrew Cumper

EXAMINER'S INITIALS:

*611-
W98-1544*

*ga
1/26/98*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 11:49



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 11:49

January 22, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AGROMAR U.S.A., INC.
Ref. Number: W98000001544

RESUBMIT

Please give original
submission date as file date.

We have received your document for AGROMAR U.S.A., INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 498A00003656

RECEIVED
98 JAN 26 AM 10:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 11:49

ARTICLES OF INCORPORATION

OF

AGROMAR U.S.A., INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is AGROMAR U.S.A., INC. (the "corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock, with a par value of 1.00\$ per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 501 Brickell Key Drive, suite 407, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, suite 407, Miami, Florida 33131 and the name of the initial registered agent is Gerardo A. Vazquez, Esq.

ARTICLE VI

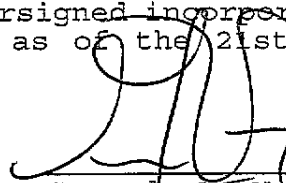
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of

Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Gerardo A. Vazquez, 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 21st day of January, 1998. incorporated.



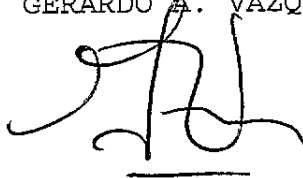
Gerardo A. Vazquez, Esq.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

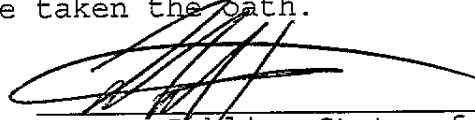
Having been named to accept service of process for AGROMAR U.S.A., INC., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 21st day of January, 1998

GERARDO A. VAZQUEZ, ESQ.



The foregoing instrument was acknowledged before me on this 21st day of January, 1998 by GERARDO A. VAZQUEZ, Esq., to me personally known and who have taken the oath.

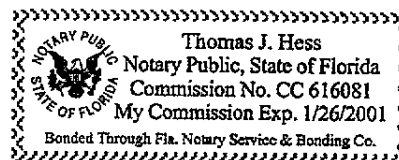


Notary Public, State of Florida

Thomas J. Hess
(Print Name)

My Commission Expires: _____

Dated as of the 21st day of January, 1998.



FILED
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