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98 MAR 24 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET

REFERENCE: 0173. 1976
DATE: 3-24-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Clarion Latin America
Corporation

STATE FEES PREPAID WITH CHECK # 9078 FOR \$ 122.50

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-03/24/98--01050--022
****122.50 ****122.50

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION () ANNUAL REPORT
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () UCC-1 () UCC-3

PROVIDE US WITH:

- CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

DIVISION OF CORPORATION
98 MAR 24 AM 10:30

K. Rolfr MAR 24 1998

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
CLARION LATIN AMERICA CORPORATION

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TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

Clarion Latin America Corporation
6161 Blue Lagoon Drive, Suite 360
Miami, Florida 33126

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Million (1,000,000) shares of Common Stock, all of such shares are without par value.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

526 East Park Avenue
Tallahassee, Florida 32301

The name of the initial registered agent of this Corporation at that address shall be:

NRAI Services, Inc.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have consist of four (4) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
T. Kitajima	5 Northern Pine Loop Aliso Viejo, California 92656
N. Niimura	Agua 120, Apt. #3, Jardines del Pedregal Mexico City, Mexico
K. Matsuda	4022 W. 226th Street Torrance, CA 90503
K. Hatanaka	10015 N.W. 46th Street, #306 Miami, Florida 33178

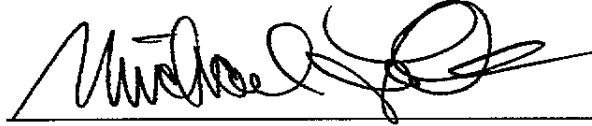
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Michael Lublinski, Esq.	c/o Kelley Drye & Warren LLP 515 South Flower Street Suite 1100 Los Angeles, California 90071

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Los Angeles, California, for the uses and purposes aforesaid, this 18th day of March, 1998.

A handwritten signature in black ink, appearing to read "Michael Lublinski", written over a horizontal line.


MICHAEL LUBLINSKI, Incorporator

DESIGNATION AND ACCEPTANCE

OF

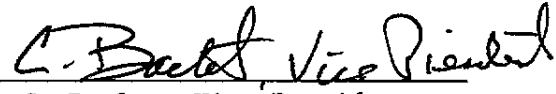
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CLARION LATIN AMERICA CORPORATION having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 526 East Park Avenue, Tallahassee, Florida 32301, has named NRAI Services, Inc., located thereat as its registered agent to accept service of process within this state.

By: 
Michael Lublinski, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

NRAI Services, Inc.

By: 
C. Baclet, Vice President
Registered Agent

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