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DIVISION OF CORPORATIONS

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LAFARGUE HOLDINGS, INC.

AUDIT NUMBER.....H98000005816

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

RICARDO MARTINEZ-CID

SUBJECT: LAFARGUE HOLDINGS, INC.
REF: W98000006682


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TALLAHASSEE FLORIDA

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000005816

ARTICLES OF INCORPORATION

LAFARGUE HOLDINGS, INC.

Article I - Name

The name of this corporation is LAFARGUE HOLDINGS, INC.

Article II - Purpose

This corporation is organized to provide quality management financial services and to invest acquire and manage other corporations devoted to the same purpose, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 501 Brickell Key Drive, Suite 205, Miami. Florida 33131.

The name of the initial Registered Agent of this corporation is JORGE I. LIZARRAGA of 501 Brickell Key Drive, Suite 205, Miami. Florida 33131.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are HECTOR FRANCISCO MUNGUIA, who will also serve as President of this corporation, and JORGE I. LIZARRAGA, who will also serve as Vice president, Secretary and Treasurer, all of 501 Brickell Key Drive, Suite 205, Miami. Florida 33131.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami. Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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Article VII - Incorporator

The name and address of the persons signing these Articles is HECTOR FRANCISCO MUNGUIA and JORGE I. LIZARRAGA of 501 Brickell Key Drive, Suite 205, Miami. Florida 33131.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this March 25, 1998.



HECTOR FRANCISCO MUNGUIA



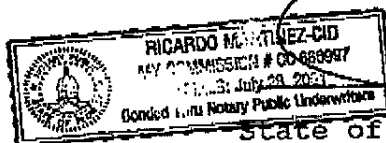
JORGE I. LIZARRAGA

STATE OF FLORIDA)
) SS.
MIAMI-DADE COUNTY)

BEFORE ME, the undersigned Notary Public, personally appeared HECTOR FRANCISCO MUNGUIA and JORGE I. LIZARRAGA, known to me personally and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same, who identified themselves with their Florida driver's licenses and took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami. Dade County, Florida, this March 25, 1998.

(NOTARY SEAL)



Notary Public
State of Florida at Large

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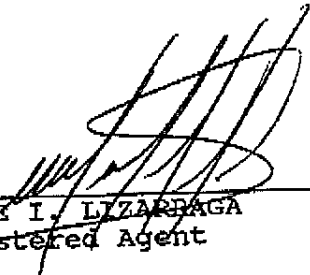
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:

That LAFARGUE HOLDINGS, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, Miami-Dade County, has named JORGE I. LIZARRAGA, located at 501 Brickell Key Drive, Suite 205, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of LAFARGUE HOLDINGS, INC. to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 25, 1998.



JORGE I. LIZARRAGA
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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