

P98000029311



ACCOUNT NO. : 072100000032

REFERENCE : 760130 5015487

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ ~~175.00~~ 437.80

ORDER DATE : March 30, 1998

ORDER TIME : 3:12 PM

ORDER NO. : 760130-005

CUSTOMER NO: 5015487

CUSTOMER: Ms. Linda P. Greer
WHITE & BROWN, P.A.

Suite 102
9000 Southwest 152 Street
Miami, FL 33157

DOMESTIC FILING

NAME: LESINA INVESTMENTS N.V. CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

600002472776--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

g 3/31/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 9:35
RECEIVED
98 MAR 30 PM 4:15
DIVISION OF CORPORATION

CERTIFICATE OF DOMESTICATION
OF
LESINA INVESTMENTS N.V. CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 9:35

THE UNDERSIGNED, JOSEPH A. SANZ, Managing Director of LESINA INVESTMENTS N.V., a Netherlands Antilles corporation, in accordance with the provisions of Section 607.1801, Florida Statutes, does hereby certify:

1. The corporation was first formed on April 8, 1991, in Curacao, Netherlands Antilles.

2. The name of the corporation immediately prior to the filing of this Certificate of Domestication was LESINA INVESTMENTS N.V.

3. The name of the corporation as set forth in its Certificate of Incorporation is LESINA INVESTMENTS N.V. CORP. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation immediately prior to the filing of this Certificate of Domestication was the Netherlands Antilles.

IN WITNESS WHEREOF, the undersigned Managing Director, being duly authorized to sign this Certificate of Domestication on behalf of the corporation, has made, signed and sealed this Certificate of Domestication this 27th day of March, 1998.

LESINA INVESTMENTS N.V.,
a Netherlands Antilles
corporation

By: _____

JOSEPH A. SANZ,
Attorney-in-Fact

(CORP. SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 9:35

STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSEPH A. SANZ as the Attorney-in-Fact of LESINA INVESTMENTS N.V., a Netherlands Antilles corporation, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me the execution of same on behalf of the corporation, and who is personally known to me.

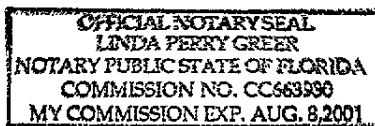
WITNESS my hand and official seal in the County and State last aforesaid this 27th day of March, 1998.



NOTARY PUBLIC

My commission expires:

(NOTARY SEAL)



ARTICLES OF INCORPORATION

OF

LESINA INVESTMENTS N.V. CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 9:35

ARTICLE I

The name of the corporation is **LESINA INVESTMENTS N.V. CORP.**

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial principal office of this corporation is c/o 9000 S.W. 152nd St., Suite 106, Miami, FL 33157, and the name and address of the initial registered resident agent of the corporation is B. Mackay Brown, Esq., 9000 S.W. 152nd St., Suite 102, Miami, FL 33157.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation are:

JOSEPH A. SANZ
Suite 106
9000 SW 152nd St.
Miami, FL 33157

ARTICLE VII

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

JOSEPH A. SANZ
Suite 106
9000 SW 152nd St.
Miami, FL 33157

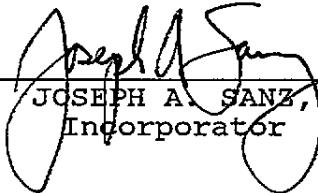
ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of March, 1998.



JOSEPH A. SANZ,
Incorporator

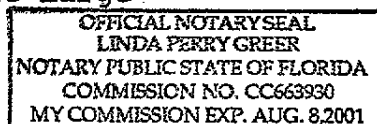
STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

The foregoing instrument was acknowledged before me by JOSEPH A. SANZ, who is personally known to me, this 27th day of March, 1998.




Notary Public, State of Florida,
at Large

My commission expires:



ACCEPTANCE OF RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of Miami, Dade County, Florida, with my business address as indicated above, and I hereby accept the foregoing designation as Resident Agent of LESINA INVESTMENTS N.V. CORP.


B. MACKAY BROWN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 9:35