

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

NationsBankTower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

GEORGE BEFELER

April 24, 1998

Telephone (305) 379-8300
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FILED
98 APR 27 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

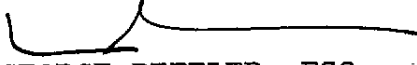
RE: AMERICAN DYNAMICS, INC.

Gentlemen:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named company and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.


GEORGE BEFELER, ESQ.

GB:kl

Enclosure

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F. CHESSEY APR 29 1998

ARTICLES OF INCORPORATION
OF
AMERICAN DYNAMICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is AMERICAN DYNAMICS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the persons whom are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Leon Cohen-Levy
7213 Fisher Island Drive
Fisher Island, Florida 33109

Fortunato Benaroch
14 Rue Du Theatre
75015 Paris, France

SEVENTH: The name and address of the incorporator is:

George Befeler
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131


EIGHTH: The name and address of the initial registered agent and the initial registered office are:

George Befeler
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

NINTH: The principal office of the corporation is:

100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

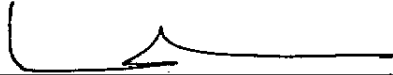
DATED: April 17, 1998


GEORGE BEFELER
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


GEORGE BEFELER,
Initial Registered Agent

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ^{17th} day of March, 1998, by GEORGE BEFELER who did take an oath and who is personally known to me.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



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