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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INGESA U.S.A., INC.

AUDIT NUMBER.....H98000008651

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
INGESA U.S.A, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is: INGESA U.S.A, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of
the corporation shall be:

11300 N. W. 131st Street, Medley, Florida 33178

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of trans-
acting any and all lawful business for which corporations may be
incorporated in accordance with applicable Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 200 shares of one
class of common stock having a par value of \$1.00 per share.

MICHAEL J. SNYDER, P.A.
20803 Biscayne Boulevard
Suite #200
North Miami Beach, Florida 33162
Tel.: (305) 937-4443
FLA. BAR NO.: 255998

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ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is:

11300 N.W. 131st Street, Medley, Florida 33178

and the name of the initial registered agent of this corporation is:

Roger Wright

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director. The number of directors may be increased or decreased from time to time as provided for by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Roger Wright

11300 N.W. 131st Street
Medley, Florida 33178

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

Roger Wright

11300 N.W. 131st Street
Medley, Florida 33178

ARTICLES IX - BY-LAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Laws.

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ARTICLE X

The 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 incorporator(s) has executed these Articles of Incorporation this 30th day of April, 1998.



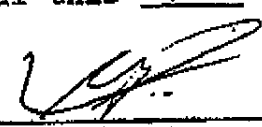
ROGER WRIGHT, Incorporator

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }:SS.


BEFORE ME, personally appeared ROGER WRIGHT, to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

ROGER WRIGHT is personally known to me/ or has produced _____ as identification.

WITNESS my hand and official seal this 30th day of April, 1998.



NOTARY PUBLIC, State of Florida

 LUIS MIGUEL MIRANDA
COMMISSION # CC 696497
EXPIRES NOV 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

State of FL County of DADE
Signed before me on this 30 day
of APRIL, 1998 by _____
Notary Public _____

ROGER WRIGHT, Registered Agent



LUIS MIGUEL MIRANDA
COMMISSION # CC 696697
EXPIRES NOV 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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