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First Union Financial Center

200 South Biscayne Boulevard

Miami, FL 33131-2330

305-579-0300

Fax: 305-579-0321

Morgan, Lewis
& Bockius LLP

C O U N S E L O R S A T L A W

Pablo A. Alvarez
305-579-0492

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-04/29/98-01038-007
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May 12, 1998

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

Re: Articles of Incorporation
of A Vos Marques, Inc.

FILED
98 MAY 19 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find an original and two copies of the Articles of Incorporation of A Vos Marques, Inc. Enclosed also find a copy of your letter to us which is self-explanatory. My secretary has confirmed with Sharon, of your office, that you are holding our check in the amount of \$131.25, not \$122.50 as your letter states.

Please file these documents and send us a Certified Copy of the Articles and a Good Standing Certificate. We ask that you return all of the above to our attention. We have provided a self addressed, stamped envelope for your convenience.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Pablo A.

Pablo A. Alvarez, Esq

Enclosures

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ARTICLES OF INCORPORATION

OF

A VOS MARQUES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

A Vos Marques, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is Jimmy L. Morales, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator is:

Jimmy L. Morales, Esq.
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

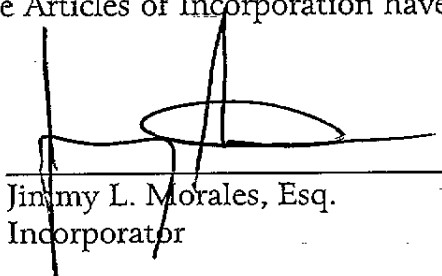
ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as the sole member of the initial board of directors are:

Jean Louis Sylvos
c/o MAD
47, rue Faidherbe
92400 Courbevoie - France

IN WITNESS WHEREOF, these Articles of Incorporation have been executed
this 12 day of May, 1998.



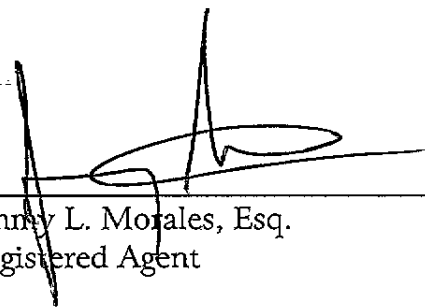
Jimmy L. Morales, Esq.
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of A Vos Marques, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: May 12, 1998.



Jimmy L. Morales, Esq.
Registered Agent

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