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May 22, 1998

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CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

Via Federal Express

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

600002535766--0
-05/26/98-01127-020
****131.25 ****131.25

Re: CUPEM EMPIRE, INC.

EFFECTIVE DATE

5-19-98

Dear Sir or Madam:

In reference to the above-captioned matter, please file the original Articles of Incorporation. Please provide me with a certified copy of the Articles of Incorporation and a Certificate of Good Standing.

Enclosed please find a check made payable to the Secretary of State in the amount of \$131.25. the breakdown is as follows:

Filing fee for the Articles of Incorporation	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified copy of the Articles of Incorporation	\$ 52.50
Certificate of Good Standing	\$ 8.75

If you have any questions, please do not hesitate to call me.

Sincerely


John E. Dotterer

JCD:mla
Enclosures

10500445.01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 26 AM 7:56

FILED

9/5-29-98

ARTICLES OF INCORPORATION
OF
CUPEM EMPIRE, INC,

FILED
98 MAY 26 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name of this corporation is Cupem Empire, Inc., and its mailing address is 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480.

EFFECTIVE DATE
5-19-98

Article II - Duration

This corporation shall have perpetual duration commencing on May 19, 1998.

Article III - Purpose

This corporation is organized for the purpose of any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is John C. Dotterrer.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Daniela Dadurian

c/o 125 Worth Avenue,
Suite 310
Palm Beach, Florida 33480

Article VIII - Incorporator

The name and address of the person signing these Articles is John C. Dotterrer, 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480.

Article IX - Indemnification

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

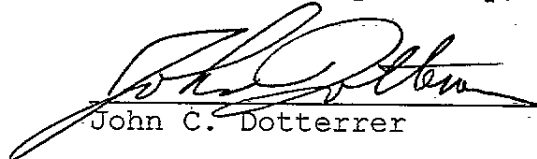
Article X - By-Laws

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

Article XI - Amendment

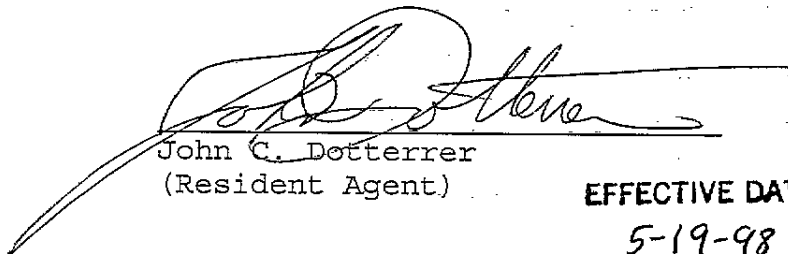
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of May, 1998.


John C. Dotterer

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and have agreed to comply with the provision of said act relative to keeping open said office.


John C. Dotterrer
(Resident Agent)

EFFECTIVE DATE

5-19-98

FILED
98 MAY 26 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA