



ACCOUNT NO. : 072100000032

REFERENCE : 901799 4815732

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 23, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 901799-005

CUSTOMER NO: 4815732

CUSTOMER: Ms. Elizabeth Doddridge
HUGHES HUBBARD & REED

Ste 2500, Miami Center Bldg.
201 South Biscayne Boulevard
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 23 PM 1:21

DOMESTIC FILING

NAME: AMELS-NIGEL BURGESS, INC.

EFFECTIVE DATE:

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-07/23/98--01054--017
****122.50 ****122.50

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

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10/1/98

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98 JUL 23 PM 1:21

**ARTICLES OF INCORPORATION
OF
AMELS - NIGEL BURGESS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is AMELS - NIGEL BURGESS, INC.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation is c/o Hughes, Hubbard, and Reed, LLP, 201 South Biscayne Boulevard, Suite 2500, Miami, FL 33131.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, \$0.01 par value.

ARTICLE IV

PREEMPTIVE RIGHTS

The shareholders of this Corporation shall not be granted preemptive rights.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent to accept service of process within this state for the Corporation shall be Corporation Service Company (CSC), and the initial Registered Office of the Corporation shall be located at 1201 Hayes Street, Tallahassee, Florida 32301.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

Andrew J. Markus,
201 South Biscayne Blvd., Suite 2500
Miami, Florida 33131

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than one. The initial directors and their mailing address are as follows.

Jonathan Beckett.	16-17 Pallmall, London, England, SW1Y5LV.
Daniel Ponchau.	16-17 Pallmall, London, England, SW1Y5LV.
Sjoerd Veeman.	PO Box 1, 8754 ZN Makkum, The Netherlands.

ARTICLE VIII

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IX

CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE X

INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI
AMENDMENT

These Articles of Incorporation or any amendment thereto may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of July, 1998.



Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Amels - Nigel Burgess, Inc. and to accept service of process for Amels - Nigel Burgess, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent this 23 day of July, 1998.

Corporation Service Company

By: Aaren B. Pzan

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