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CORPORATE
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INC.

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Articles

1.) International Partners Corp.
(CORPORATE NAME & DOCUMENT #)

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*****78.75 *****78.75

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

RECEIVED
99 FEB 24 PM 3:00
DIVISION OF CORPORATION

FILED
99 FEB 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. SMITH FEB 24 1999

ARTICLES OF INCORPORATION
OF
INTERNATIONAL PARTNERS CORP.

99 FEB 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida (hereinafter referred to as the "Corporation"):

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

INTERNATIONAL PARTNERS CORP.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The address of the principal office and the mailing address of this Corporation is:

15165 NW 77th Avenue
Suite 2005
Miami, Florida 33014

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share (the "Common Stock"). The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Roberto G. Cortes
15165 NW 77th Avenue
Suite 2005
Miami, Florida 33014

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may either be increased or decreased from time to time as provided in the By-Laws but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Roberto G. Cortes
15165 NW 77th Avenue
Suite 2005
Miami, Florida 33014

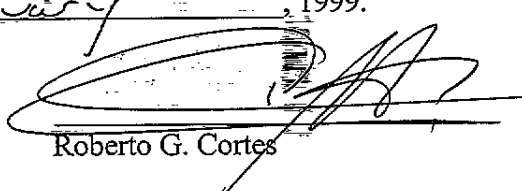
ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may be otherwise be provided in the By-Laws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors, and may indemnify its employees and other agents to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 23rd day of February, 1999.

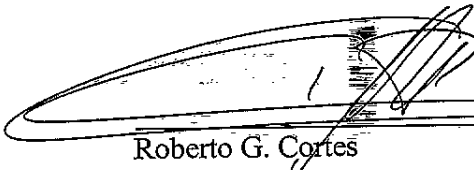

Roberto G. Cortes

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of INTERNATIONAL PARTNERS CORP., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated this 23rd day of February, 1999.


Roberto G. Cortes

\\company\cortes,roberto\articles.doc

February 16, 1999

FILED
99 FEB 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA