



THE UNITED STATES  
CORPORATION  
COMPANY

P99000020119

ACCOUNT NO. : 072100000032

REFERENCE : 154930 4303929

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : March 3, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 154930-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

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FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32305

DOMESTIC FILING

NAME: NICSA TRADING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*JR 3/3/99*

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**NICSA TRADING CORPORATION**

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DIVISION OF CORPORATIONS  
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**ARTICLE I**

The name of the corporation is NICSA TRADING CORPORATION (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1786 North Commerce Parkway, Weston, Florida 33166.

**ARTICLE III**

The Corporation shall have the authority to issue Ten Thousand (10,000) shares of Common Stock, having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is:

Carlos Moreno Bermejo  
Avda. De La Buhaira 2  
41018 Sevilla, Espana

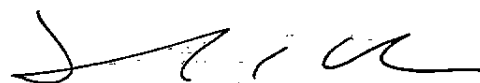
**ARTICLE VII**

The name of the Incorporator is Fernando Alonso and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of March, 1999.

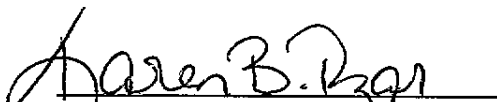


Fernando Alonso, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of NICSA TRADING CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Service Company



By: Karen Rozar, As Agent

Dated: March 3, 1999

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