



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 MAY -4 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 227286 4303929

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : May 4, 1999

ORDER TIME : 10:19 AM

ORDER NO. : 227286-005

CUSTOMER NO: 4303929

100002862091--1

CUSTOMER: Ms. Cinzia Nicoloso
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: AVASA (USA), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 5/4/99 ✓

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY -4 AM 11:31

RECEIVED

ARTICLES OF INCORPORATION

OF

AVASA (USA), INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is AVASA (USA), INC., (hereinafter called the "Corporation").

ARTICLE II

The initial address of the principal office and the mailing address of the Corporation is 95 Merrick Way, Suite 518, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) 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 fifty (50) percent of all votes entitled to be cast 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 95 Merrick Way, Suite 518, City of Coral Gables, County of Dade, State of Florida 33134 and the name of its initial registered agent at such office is Trond S. Jensen.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) 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 six (6), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Robert Vassalli
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Trond S. Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Adalberto Vara
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Renzo Bagnacial
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Robert Chester
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Joan B. Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

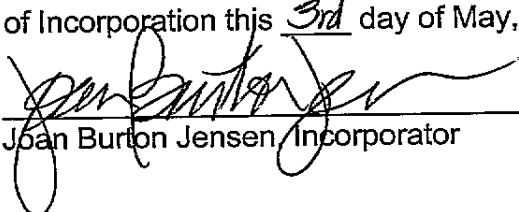
ARTICLE VII

The name of the Incorporator is Joan Burton Jensen and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, 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 3rd day of May, 1999.


Joan Burton Jensen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AVASA (USA), INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Trond S. Jensen



Registered Agent

Dated: May 3, 1999

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