

LAW OFFICES
MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
2200 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050
TELECOPIER (305) 358-0550

799000046882

Miami, May 18, 1999

Secretary of State
Division of Corporations
709 E. Gaines Street
Tallahassee, Florida 32399

Re: DBC International, Inc.

600002880416--3
-05/19/99--01074--007
*****78.75 *****78.75

Gentlemen:

Enclosed are the original and a copy of the Articles of incorporation for DBC International Inc., and a check in the amount of \$ 78.75 for the filing fee. Please return the copy file stamped in the enclosed envelope.

If you have any questions, please call me.

Sincerely



Federico Jenkins
Foreign Legal Consultant

FILED
99 MAY 19 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 24 1999

ARTICLES OF INCORPORATION

OF

DBC INTERNATIONAL, INC.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is DBC International, Inc. Its business mailing address is
SE Third Avenue, Suite 2200, Miami, Florida 33131.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the
Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at
any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, of
the Corporation to the fullest extent permitted by law.

ARTICLE VI - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Eugenio Monge	One Southeast Third Avenue, Ste 2200 Miami, Florida 33131
Richard G.M. Jardine	19370 Collins Avenue, Apt. 1610 Miami Beach, Fl 33160

ARTICLE VIII - INCORPORATOR

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

Name

Address

Robert B. Macaulay

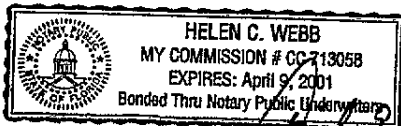
2200 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

Robert B. Macaulay
Robert B. Macaulay, Incorporator

FILED
99 MAY 19 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of DBC International, Inc., were acknowledged before me this 18th day of May, 1999, by Robert B. Macaulay, as Incorporator, who is personally known to me.



Helen C. Webb
Notary Public, State of Florida

My Commission Expires: April 9, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DBC International, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 18, 1999

Robert B. Macaulay
Robert B. Macaulay