

P99000065678

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FLORIDA PROFIT CORPORATION OR P.A.

GERVASPORT U.S.A., INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 23, 1999

JENNIFER L SCHECHTMAN CPA

SUBJECT: GERVASPORT U.S.A., INC.
REF: W99000017049

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FAX Aud. #: H99000018206
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ARTICLES OF INCORPORATION
OF

GERVASPORT U.S.A., INC.

We, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be:

GERVASPORT U.S.A., INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3615 Bayview Road
Coconut Grove, Florida 33133

ARTICLE III
SHARES

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	1,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

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Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Michael DeBaecke Greene

3615 Bayview Road
Coconut Grove, Florida 33133

**ARTICLE V
INCORPORATORS**

The name and address of each incorporator is as follows:

Gervasio Collar
Michael DeBaecke Greene
3615 Bayview Road
Coconut Grove, Florida 33133

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of two members whose name and address is as follows:

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Gervasio Collar
Michael DeBaccke Greene
3615 Bayview Road
Coconut Grove, Florida 33133

ARTICLE VII
MISCELLANEOUS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 11 day of July, 1999.


GERVASIO COLLAR



MICHAEL DeBAECKE GREENE

STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged, sworn to and subscribed before me this 11, day of July, 1999, by Gervasio Collar and Michael DeBaccke Greene, who are personally known to me or who have produced sufficient evidence of identification (described below).

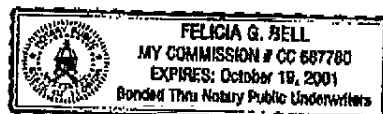
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State of Florida

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The undersigned hereby accepts designation as Registered
Agents of the Corporation.



MICHAEL DeBAECKX GREENE
Date: July 11, 1999

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