



960000170
EC BUSINESS NETWORK

7520 REPUBLIC DRIVE, ORLANDO, FLORIDA 32819
OFFICE: (407) 363-0167 FAX: (407) 363-1155



Orlando, February 20th, 1996

Dept of State- Div of Corp
P.O.Box 6327
Tallahassee, Florida, 32314

Dear Sir,

Enclosed please find the articles of incorporation for
MARKETECH USA, INC.

Also enclosed is a check for \$ 70.00 for the filing plus
\$8.75 for a certificate of status.

Mailing address:

7520 Republic Drive Suite 113
Orlando, Florida, 32819
407 363-0154

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-02/23/96--01055--009
*****78.75 *****78.75

Thank You,

Enio Carvalho
Enio Carvalho

5-26-96
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ARTICLES OF INCORPORATION

OF

MARKETECH USA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 FEB 23 PM 2:42

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: MARKETECH USA, INC.

ARTICLE II - PRINCIPAL OFFICE

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

7520 Republic Drive Suite 113
Orlando, Florida, 32819

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Milton J.P. Oppenheimer
7520 Republic Drive Suite 113
Orlando, Florida, 32819

ARTICLE V - INCORPORATOR

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


Milton J.P. Oppenheimer
7520 Republic Drive Suite 113
Orlando, Florida, 32819

ARTICLE VI - PURPOSE AND DURATION

1- Sales and Marketing of Industrial and General Goods, Business Consulting, logistic support for Office located abroad, Import/Export and International Trade Representation, and/or any legal activities allowed by the State of Florida.

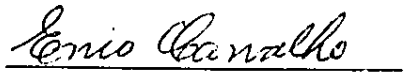
2- The duration shall be perpetual.

The undersigned Incorporator have executed these Articles of Incorporation this 19th day of February of 1996.


Milton J.P. Oppenheimer, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

I acknowledge, that on this date, February 19th, 1996, before me and in my presence came, Milton J.P. Oppenheimer, personally known to me, and executed the above articles of Incorporation, and I hereby attest to their signature.


Enio Carvalho, Notary Public



"OFFICIAL SEAL"
Enio Carvalho
My Commission Expires 12/29/96
Commission #CC 248872

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1- The name of the Corporation is: MARKETECH USA, INC.

2- The name and address of the registered agent and office is:

Milton J.P. Oppenheimer
7520 Republic Drive Suite 113
Orlando, Florida, 32819

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Milton J.P. Oppenheimer

Date: February 19th, 1996



"OFFICIAL SEAL"
Enio Carvalho
My Commission Expires 12/29/96
Commission #CC 248872

65 FEB 23 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA