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 FT LAUDERDALE, FL 33311-4000, TALLAHASSEE, FL 32399 CONTACT TERESA ROMAN
 FAX: (904) 922-4400 PHONE: (904) 363-0335 FAX: (904) 363-6761
 ((H9600000419)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: DELANCY TRADES U.S.A. CORPORATION FAX AUDIT NUMBER: H96000008419
 CURRENT STATUS: REQUESTED DATE REQUESTED: 06/17/1996 TIME REQUESTED:
 09:34:17 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
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 ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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 DIVISION OF CORPORATIONS

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ARTICLE OF INCORPORATION
OF
DELANCY TRADING U.S.A. CORPORATION

I, the undersigned hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a body corporate.

ARTICLE ONE

The name of the corporation shall be:

DELANCY TRADING U.S.A. CORPORATION

and its existence shall be perpetual unless dissolved by operation of law.

ARTICLE TWO

The general nature of the business to be transacted by DELANCY TRADING U.S.A. CORPORATION is to: (1) buying, selling, transferring importing and exporting of general merchandise. (2) The company is authorized to swap, sell, export, pawn and otherwise deal in the aforesaid business or things required in connection with or incidental to said business. (3) To acquire any and all trademarks, tradenames, trade symbols, and other indications of the origin and otherwise granted by or recognized under the laws of the United States or of any other country, state, territory or locality. (4) Its goodwill and its corporate franchise upon such terms and conditions as its Board of Directors deem expedient, and for the best interest of the corporation. (5) To carry on business or businesses at any place or places within the jurisdiction of the United States and all foreign countries; and to hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places. (6) Subject to the limitations and restrictions imposed by law, to do each and everything necessary and proper for the accomplishment of any one or more of the objects hereinbefore enumerated or conducive to or expedient for the interest or benefit of the corporation to conduct accordingly, and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental

Fl. Bar# 376124

PETER R. LOPEZ ATTORNEY AND COUNSELLOR AT LAW
SUITE 802 COURTHOUSE PLAZA, 25 WEST FLAGLER STREET, MIAMI, FLORIDA 33136 - TELEPHONE (305) 371-0200

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to the purpose for which it is engaged. (7) To engage in any business whatsoever either as principal or as agent, or both, as syndicate which the corporation may deem convenient or proper in furtherance of any of the purposes herein above-mentioned or otherwise, to conduct its business in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Florida, under which the corporation is formed, as such laws are now in effect or may at anytime hereafter be amended.

ARTICLE THREE

Pursuant to the affirmative vote of the holders of at least the majority of the stock issued outstanding, having the right to vote, given at the stockholders meetings, duly called for the purpose or when authorized by the written consent of the holders of of the majority of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and its corporation franchise, if there shall be any, upon such terms and such conditions as the Board of Directors would deem expedient and for the best interest of the corporation. All of the above shall be done and executed pursuant to proper notice of not less than (10) days prior to the date in which a meeting is to be scheduled.

ARTICLE FOUR

The capital stock of the corporation shall consist of five hundred (500) shares, having a value of One (\$1.00) Dollar and no cents each for a total capital of Five Hundred Dollars (\$500.00).

ARTICLE FIVE

The amount of capital with which this company shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE SIX

The principal office of the corporation in this State

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shall be: 3904 N.W. 167 St.
Miami, FL 33054

ARTICLE SEVEN

The corporation shall be directed by one (1) director and three (3) officers, who shall hold office for a term of two (2) years until an election shall have been had and is as follows:

Hector Brito Director/President/
3904 N.W. 167 St. Secretary/Treasurer
Miami, FL 33054

ARTICLE EIGHT

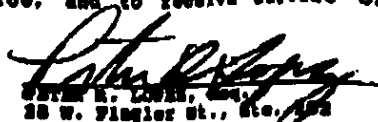
The name and postoffice address of the subscriber to this Certificate of Incorporation is:

Hector Brito
3904 N.W. 167 St.
Miami, FL 33054

In pursuance of Chapter 48-091 of Florida Statutes, the following is submitted pursuant to said act: DELANCY TRADING U.S.A CORPORATION desiring to incorporate under the laws of the State of Florida, with principal offices as indicated in these Articles of Incorporation has named PETER R. LOPEZ, Esq., as its agent to accept service of process within the State of Florida, and to keep the office of such registered agent open at all times.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office, and to receive service of process.


PETER R. LOPEZ, Esq.
28 W. Flagler St., Ste. 102
Miami, FL 33130

IN WITNESS WHEREOF, I being the original subscriber and incorporator of this corporation for the purposes of forming a corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida and accordingly set

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my hand and seal this 12th of June, 1996.

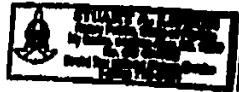

HECTOR SAITO

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
HECTOR SAITO and PETER R. LOPEZ, appearing as the subscriber and
registered agent, with the address given supra. They are the per-
sons who executed the foregoing Articles of Incorporation, and
they have acknowledged before me that they did subscribe thereto
and did so for the purpose therein expressed.

IN WITNESS WHEREOF, We have set our hands and official seals
this 12th day of June, 1996.


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