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CERTIFIED PUBLIC ACCOUNTANTS

MEMBERS: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

R.E. RODRIGUEZ, P.A.

KODER EXECUTIVE CENTER
6405 N.W. 53RD STREET, SUITE C-103
MIAMI, FLORIDA 33166

TELEPHONE: (305) 592-2080
TELEFAX: (305) 594-9988

June 21, 1996

MS. BETH REGISTER
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL

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-07/03/96--01004--008
***122.50 ***122.50

Dear Ms. Register:

We are sending herewith documents of incorporation to be process if
you can send it back to us as soon as possible it will be appreciated
to the following address:

R.E. RODRIGUEZ, P.A.
8405 N.W. 53RD STREET, SUITE C-103
MIAMI, FL 33166

Thank you,

R.E. RODRIGUEZ, P.A.

Rafael E. Rodriguez
Rafael E. Rodriguez, CPAs

RER/nm

FILED
96 JUN 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JUN 26 AM 10:56
FILED
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

COVINCA U.S.A., INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe acknowledge and file with the Secretary of state of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

COVINCA U.S.A., INC.

ARTICLE II

The initial post office address of the principal office of this corporation in the State of Florida will be:

10051 S.W. 147 PLACE
Miami, FL 33196

ARTICLE III

This corporation will engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. of Shares</u>	<u>Par Value</u>
Common	500	\$ 1.00

The amount of capital this corporation shall begin business with is:

\$ 500.00

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, as provided by the By-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successors are chosen shall be:

MR. GILBERTO ELIAS 10051 S.W. 147 PLACE MIAMI, FL 33196	DIRECTOR
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MR. JULIO CESAR VINCENTI 10051 S.W. 147 PLACE MIAMI, FL 33196	DIRECTOR
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MR. ROMEO OLMOS 11347 S.W. 158TH PLACE MIAMI, FL 33196	DIRECTOR
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The names and addresses of the officers of the Corporation, who shall hold office until their successors are chosen shall be:

MR. GILBERTO ELIAS 10051 S.W. 147 PLACE MIAMI, FL 33196	PRESIDENT
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MR. ROMEO OLMOS 10051 S.W. 147 PLACE MIAMI, FL 33196	SECRETARY
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SECRET
TALLAHASSEE, FLORIDA

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The initial registered agent and registered office of the corporation shall be:

MR. GILBERTO ELIAS
10051 S.W. 147 PLACE
MIAMI, FL 33196

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 16th day of May, 1996.

MR. GILBERTO ELIAS
10051 S.W. 147 PLACE
MIAMI, FL 33196


GILBERTO ELIAS

I, Gilberto Elias, accept to be the registered agent for the Corporation.


GILBERTO ELIAS

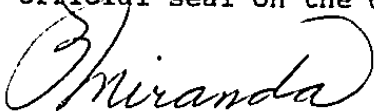
COUNTY OF DADE)

SS:

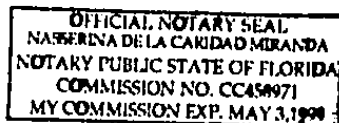
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 21st day of June, 1996 before me, a notary public, personally appeared Mr. Gilberto Elias, who I am satisfied is the person named as the incorporator and executor and registered agent respectively of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the date given above.



Notary Public, State of Florida



My Commission expires