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FLORIDA DEPARTMENT OF STATE
Suzanne B. Morsham
Secretary of State

February 26, 1997

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2/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ACCESS BUSINESS INC.
AUDIT NUMBER.....H97000003344
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLE OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCESS BUSINESS INC.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:
ACCESS BUSINESS INC.

Principal place of business :
610 SE 13 ST. #203
DANIA FL 33004

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$0.01(one U.S. cent) per share.

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:

610 SE 13ST # 203
DANIA, FL 33004

The Name of the initial REGISTERED AGENT of this Corporation is:

EDUARDO DE ANDRADE MASCARENHAS

PREPARED BY:
THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ
RICARDO SANTIAGO SANCHEZ, ESQ.,
FLA. BAR # 835235
141 NE 3RD AVE 9TH FLOOR, MIAMI, FL 33132(305) 373-6211

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have **1** Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

PRESIDENT

EDUARDO DE ANDRADE MASCARENHAS

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

EDUARDO DE ANDRADE MASCARENHAS
686 , LONE PINE LANE WESTON , FL 33327-1201

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BYLAWS

The power to adopt, after, amend or repeal by-laws shall be vested en the **BOARD OF DIRECTORS** and the **SHAREHOLDER**.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this **19** DAY OF **FEBRUARY** OF 1997

Eduardo Mascarenhas
Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT ACCESS BUSINESS INC ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE FLORIDA HAS APPOINTED:

DESIRING TO WHICH WILL STATE OF

EDUARDO DE ANDRADE MASCARENHAS

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF: ACCESS BUSINESS INC

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 19 DAY OF FEBRUARY, 1997.

Eduardo de Andrade Mascarenhas
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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