

TRANSMITTAL LETTER
P97000069480

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: INTERNATIONAL Marketing Alliance, Inc.
(Proposed corporate name - must include suffix)

2nd choice

700002263117-0
-08/11/97--01072--006
****131.25 ****131.25

E - GLOBAL MARKETING ALLIANCE, Inc. corporation and a check for:

3rd ALLIANCE INTERNATIONAL MARKETING, Inc.

2.50 Fee Certified Copy
 \$131.25 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: MANUEL DUARTE
Name (Printed or typed)

1410 NW 82 AVE or P.O. Box 52-4343
Address

MIAMI, FL. 33126 or MIAMI - FL. 33152-4343
City, State & Zip

(305) 591-8726
Daytime Telephone number

Daytime Telephone number

AUG 12 B5B

FILED
97 AUG 11 AM 9:07
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles. (Enclosed)

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97 AUG 11 AM 9:07

TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MARKETING ALLIANCE, INC.

The undersigned, acting as the Incorporator of a Corporation organized under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name of this Corporation is INTERNATIONAL MARKETING ALLIANCE, INC.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

This Corporation is organized as a Corporation for profit generally engaged in the business of exporting and importing, and otherwise for the purpose of transacting any or all related or collateral business permitted under the Laws of the United States of America and the State of Florida.

ARTICLES IV – CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is SIX THOUSAND (6,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services, or property at a just value fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V – CAPITAL

The amount of capital with which the Corporation will begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation shall be 1410 N.W. 82 Avenue, Miami, Florida 33126 and the name of the initial registered agent of this Corporation at that address is Manuel Duarte.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and street address of the initial Director of this Corporation is:

Manuel Duarte
1410 NW 82 Avenue
Miami, FL 33126

ARTICLE VIII – INCORPORATORS

The name and street address of the subscriber to this Articles of Incorporation is:

Manuel Duarte
1410 NW 82 Avenue
Miami, FL 33126

ARTICLE IX – INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 4 day of August of 1997.


MANUEL DUARTE

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in and for the State and County set forth above, personally appeared Manuel Duarte known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purpose set forth therein.

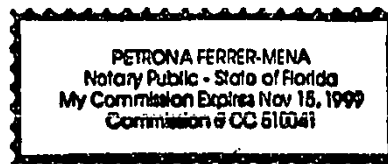
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4 day of August 1997.

NOTARY PUBLIC

State of Florida, at Large

My Commission Expires

Nov 15, 1999



Petrona Ferrer-Mena

CERTIFICATE OF DESIGNATING AGENT

FILED


97 AUG 11 AM 9:07

(F.A. 348.091)

FILE
STATE OF FLORIDA

BE IT KNOWN THAT:

INTERNATIONAL MARKETING ALLIANCE INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named Manuel Duarte, whose address is 1410 NW 82 Avenue, Miami, Florida 33126 as its agent to accept Service of Process within Florida on this 4 day of August 1997.

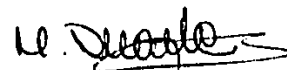


Manuel Duarte, Pt.

ACCEPTANCE

Having been named to accept Service of Process for INTERNATIONAL MARKETING ALLIANCE INC. 1410 NW 82 Avenue, Miami, Florida 33126 City of Miami, State of Florida, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 4 day of August of 1997.



Manuel Duarte