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10/30/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: ERNESTO ZUAZO INTERNATIONAL, INC.

AUDIT NUMBER.....H97000018108

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

OF

Ernesto Zuazo International, Inc.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE: Ernesto Zuazo International, Inc.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

1413 SW 20th Street  
MIAMI, FL 33145

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 1,000 SHARES OF COMMON STOCK, PAR VALUE \$ 1.00 PER SHARE.

Prepared by: Ernesto Zuazo  
1413 SW 20th Street  
Miami, FL 33145  
(305) 444-8800

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ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL HIS SUCCESSORS ARE ELECTED ARE:

PRESIDENT

Ernesto Zuazo  
100-78-0057  
1413 SW 20th Street  
Miami, Fl 33145

VICE PRESIDENT/SECRETARY

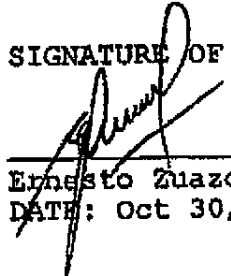
Milagro M. Zuazo  
079-66-9184  
1413 SW 20TH Street  
Miami, Fl 33145

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

Ernesto Zuazo  
1413 SW 20th Street  
Miami, Fl 33145

SIGNATURE OF INCORPORATOR

  
\_\_\_\_\_  
Ernesto Zuazo  
DATE: Oct 30, 1997

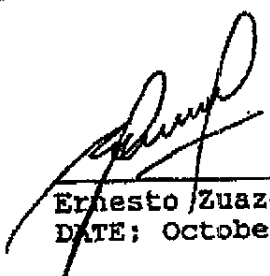
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

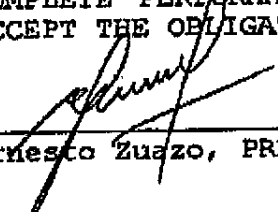
1. THE NAME OF THE CORPORATION IS: Ernesto Zuazo International, Inc.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:  
Ernesto Zuazo  
100-78-0057  
1413 SW 20th Street  
Miami, Fl 33145

SIGNATURE:

  
Ernesto Zuazo  
DATE: October 30, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

  
Ernesto Zuazo, PRESIDENT

DATE: Oct 30, 1997

(CA..TRANSQUEST)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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