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 LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARRNETT INTERNATIONAL CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
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 Photocopy
 Certificate of Status

FILED
 99 JUL 29 PM 1:10
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CARNETT INTERNATIONAL CORP.

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TALLHASSEE FLORIDA

ARTICLES II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**8150 SW 8TH STREET, SUITE # 221
MIAMI, FL 33144**

ARTICLES III SHARES

The numbers of shares of stock that this corporation is authorised to have outstanding at any one time is:

500 SHARES \$ 1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**EMMA NETTO
8150 SW 8TH STREET, SUITE # 221
MIAMI, FLORIDA 33144**

ARTICLES V INCORPORATE(S)

The name and street address(es) of the incorporate(s) to these Articles of Incorporation is(are):

JORGE CARRIEDO
8150 SW 8TH STREET, # 221
MIAMI, FLORIDA 33144

PRESIDENT, DIRECTOR

EMMA NETTO
8150 SW 8TH STREET, # 221
MIAMI, FLORIDA 33144

SECRETARY, TREASURER, DIRECTOR

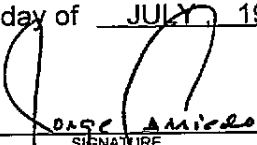

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

JORGE CARRIEDO
8150 SW 8TH STREET, SUITE # 221
MIAMI, FLORIDA 33144

EMMA NETTO
8150 SW 8TH STREET, SUITE # 221
MIAMI, FLORIDA 33144

The undersigned incorporate(s) has(have) executed these Articles of Incorporation this
28^H day of JULY, 1999

 SIGNATURE	JORGE CARRIEDO	PRESIDENT, DIRECTOR
 SIGNATURE	EMMA NETTO	SECRETARY, TREASURER, DIRECTOR
_____ SIGNATURE		

Articles of Incorporation

Filing Fee - \$35.00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607 .051, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANISED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

CARNETT INTERNATIONAL CORP.

The name and address of the registered agent and office is:

EMMA NETTO

(Name)

8150 SW 8TH STREET # 221

(PO Box not acceptable)

MIAMI, FLORIDA 33144

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.

Emma Netto

EMMA NETTO

(Signature)

07/28/99

(Date)

DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE FL 32314

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TALLAHASSEE FLORIDA