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FEDERAL
EXPRESS

Richard B. Austin
[illegible]
MIAMI, FLORIDA [illegible]

FILE NO.

TELEPHONE 502-0036
AREA CODE 305

June 27, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for:

L.A.S. INTERNATIONAL, INC.

Ladies and Gentlemen:

Enclosed please find the original and one (1) additional copy of the Articles of Incorporation for the above captioned corporation, to be filed at your earliest convenience.

Enclosed also is my Law Account Check No. 23503, in the amount of $122.50, payable to the Secretary of State State of Florida, representing the filing fees, etc., with regard to this incorporation.

Thank you for your courtesy in this matter.

Very truly yours,

RICHARD B. AUSTIN
RBA/gd
Enclosure - Check
cc: Hector R. Badillo

100001529459
-07/03/95--01082--015
****122.50 ****122.50

1/10/95

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ARTICLES OF INCORPORATION

OF

L.A.S. INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incotporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

L.A.S. INTERNATIONAL, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares of common stock having a par value of Ten ($10.00) Dollars per share.

ARTICLE IV - INITIAL STOCK

The amount of capital with which this corporation will begin business is:

Five Hundred ($500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is Suite 300 Rochester Building, 8390 N.W. 53rd Street, Miami, Florida (Dade County) Zip Code is 33166. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially, and never more than twelve (12) directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

PRESIDENT/DIRECTOR:	EDWIN De La CRUZ	7500 N.W. 54th Street Miami, Florida 33166
VICE PRESIDENT/ SECRETARY:	HECTOR R. BADILLO	

ARTICLE IX - SUBSCRIBERS

The names and post office address of the subscribers to these Articles of Incorporation are:

RICHARD B. AUSTIN
Suite 300, Rochester Building
8390 N.W. 53rd Street
Miami, Florida 33166

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stocholders is subject to this reservation.

The initial By-Laws of this corporation shall be adopted by the Directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Laws adopted by the Stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by By-Laws provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors at the meeting of the Board of Driectors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his, or their participation in such action, if the fact of such interest shall disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, autorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any transaction which would otherwise be valid under the common and statutory law applicable.

The Board of Directors in hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which compensa ion shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgments in the State and County of aforesaid, personally appeared RICHARD B. AUSTIN, to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and he (they) acknowledged before me that he (they) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 23rd. day of June, 1995.

(SEAL)

Notary Public
State of Florida at Large
My Commission expires:

OFFICIAL NOTARY SEAL
GWEN C DUNN
COMMISSION NUMBER
CC463206
MY COMMISSION EXP.
MAY 30,1999

ARTICLE XI

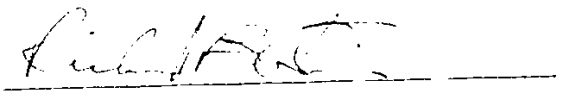
The corporation shall indemnify any director, officer or employee or any former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a part by reason of being or having been such a director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The corporation may also reimbure to any direcor, officer or employee the reasonable cost of settlement of any such action, suti or proceeding, fi it shall be found by a majority of a committee composed of the directors not involved inthe matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such direcor, officer or employee may be entitled under any By-Law agreement, vote of shareholders, or othe-wise.

ARTICLE XII - RESIDENT AGENT

The resident agent to accept service of process on behalf of the corporation shall be:

RICHARD B. AUSTIN
Suite 300, Rochester Building
8390 N.W. 53rd Street
Miami, Florida 33166

AGREED AND CONSENTED TO:



ARTICLE XIII - REGISTERED OFFICE AGENT

The street address of the corporation's initial registered office and the name of its initial resident agent at such address is:

RICHARD B. AUSTIN
Suite 300, Rochester Building
8390 N.W. 53rd Street
Miami, Florida 33166

ARTICLE XIV - AMENDMENTS

The Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by three-fourths of the stock entitled to vote thereon.

