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MARTA BAQUES P.A.

(Requestor's Name)

930 E. 16th PLACE

(Address)

MIAMI, FL. 33010

305-887-2691

(City, State, Zip)

(Phone #)

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OFFICE USE ONLY

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

1. Megasur Import & Export, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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

Examiner's Initials

CH12031 (7/92)

1/24/97

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ARTICLES OF INCORPORATION

97 JAN 21 PM 1:35

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEGASUR IMPORT & EXPORT, INC.

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

MEGASUR IMPORT & EXPORT, INC.

(hereinafter referred to as the corporation.) Its Registered and principal office shall be: 12922 SW 88th TERR. MIAMI, FL. 33186 located at _____

_____ in the County of Dade. Its Registered Agent shall be JORGE ENRIQUE GARCIA, located at ----
12922 SW 88th TERRACE, MIAMI, FL. 33186
_____ County of Dade,
State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign -- country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and

agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or --- trust, or otherwise.

e. To purchase, hold and reissue the shares of its - - - capital stock; and to subscribe to purchase, or otherwise - acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the -- -- -- accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear -- conducive or expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby ---

included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or -- otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. NONE

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a ONE HUNDRED (100) shares of \$1.00 par value. For incorporation purposes, each share will have a nominal value set at --
-ONE DOLLAR- (\$1.00).
per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin --
business shall be not less than ONE HUNDRED DOLLARS (\$100.00)

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE
(1) persons.

ARTICLE VII

INITIAL DIPECTORS AND OFFICERS

The names and addresses of the first Board of Directors who,-
subject to the provisions of these Articles of Incorporation, the By-Laws
and the Act of the Legislature approved June 1, 1925, and the acts amend-
office
atory thereto, shall hold for the first year of the corporation's---
existence, or until their successors are elected and shall have qualified,
are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
VICE PRES-SEC	GUILLERMO ADOLFO GETTE	12922 SW 88th TERR. MIAMI, FL. 33186
PRES-SEC	JORGE ENRIQUE GARCIA	11212 SW 134 CT MIAMI, FL. 33186

ARTICLE VIII

SUBSCRIBERS

The names and the addresses of each subscriber to these Articles
of Incorporation and the number of shares which each agrees to take are
as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
GUILLERMO ADOLFO GETTE VICE PRES-SEC	12922 SW 88 TERR. MIAMI, FL. 33186	60
JORGE ENRIQUE GARCIA PRES-TREAS	11212 SW 134 CT. MIAMI, FL. 33186	40

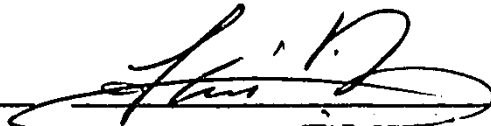
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs-
of the corporation and the provision creating and limiting the powers
of the corporation, the directors and the stockholders, or any class of
stockholders of the corporation, shall be controlled by the By-Laws which
shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may,-
from time to time and whenever necessary, be amended by the Board of
Directors of the corporation.

IN WITNESS, WHEREOF, the undersigned have made and signed
these Articles of Incorporation at. , Dade County, Florida,
for the uses and purposes aforesaid.

Witnesses



PRESIDENT

VICE PRESIDENT-SEC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act.

First: That MEGASUR IMPORT & EXPORT, INC.

desiring to organize under the Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of Incorporation at
12922 SW 88th TERR., MIAMI, FL. 33186

County of DADE State of Florida, has named: JORGE ENRIQUE GARCIA

located at 12922 SW 88th TERR. MIAMI, FL. 33186

(Street address and number of building.)
City of MIAMI County of DADE

State of FLORIDA, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT.- Must be signed by designated agent.-

Having been named to accept service of process for the above-
stated Corporation, at place designated in this certificate, I hereby
am familiar with and accept the duties and responsibilities as registered
agent for said corporation.

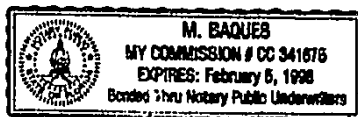
By: 
Resident Agent

I HEREBY CERTIFY that on this 13th day of JANUARY
1997, before me personally appeared GUILLERMO ADOLFO GETTE
and JORGE ENRIQUE GARCIA, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH, Dade County, this 13th day of JANUARY
1997 A. D.

My Commission expires:

M. Baques
Notary Public, State of Florida



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CLERK OF THE STATE
TALLAHASSEE, FLORIDA