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***122.50 ***122.50

Secretary of State
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

Enclosed please find two sets of the incorporation papers of:

ACRODENIC-USA, INC.

and a check (Money Order #02-549961043) in the amount of \$122.50 for the filling fees
and a certified copy to be mailed to:

Please mail copy to:
LESTER J. AVILES
4660 N.W. 79th. Ave. Suite 1-C
Miami, Fla. 33166

FILED
98 JAN 26 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan 1-27-98

ARTICLES OF INCORPORATION

OF

ACRODENIC-USA INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Status, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

ACRODENIC-USA, INC

ARTICLE II PLACE OF BUSINESS

The principal place of business in the State of Florida where the principal office of the corporation is to be located is:

1 SW 107 Ave
Miami Fl 33174

ARTICLE III PURPOSES

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, and to foster national and international amateur sport competition under Internal Revenue Code Section 501(c)(3), including for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The qualification for directors and the manner of their election are:

Any law abiding citizen or resident of the United State of America who will act in accord with the purpose for which this corporation is organized. The directors to be chosen shall be chosen at the annual meeting of this corporations and ballots shall be provided and there shall not appear in any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

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ARTICLE V INITIAL DIRECTORS

The number of the members constituting the initial Board of Directors of the corporation is five (5), and the name and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

Bismarck Morales	2000 SW 82 Ave. Miami Fl 33155
Lester Aviles	4660 NW 79 Ave. Miami Fl 33166
Juan Navarrete	11303 NW 6 St. Miami Fl 33172
Roger Mejias	3031 SW 27 Ave. #7 Miami Fl 33245
Bayardo Munigua	10870 SW 6 St. Miami Fl 33174

ARTICLE VI LIMITATION OF CORPORATE POWERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VII ACTS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Juan Navarrete
11303 NW 6th St
Miami Fl. 33172

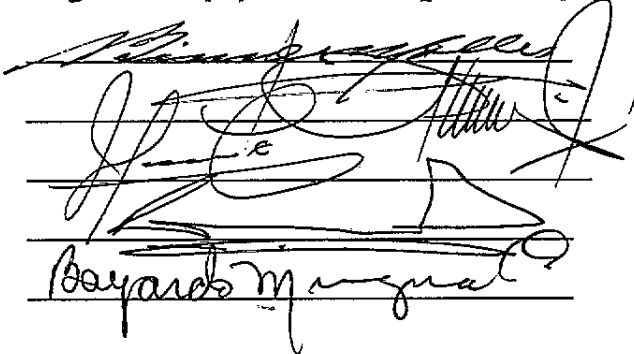
ARTICLE IX INCORPORATORS

The name and street address of each incorporator is:

Bismarck Morales	2000 SW 82 Ave. Miami Fl 33155
Lester Aviles	4660 NW 79 Ave. Miami Fl 33166
Juan Navarrete	11303 NW 6 St. Miami Fl 33172
Roger Mejias	3031 SW 27 Ave. #7 Miami Fl 33245
Bayardo Munguia	10870 SW 6 St. Miami Fl 33174

IN WITNESS WHEREOF, the undersigned incorporator(s)
has(have) executed these Articles of Incorporation
this ___ day of _____, 1997.

Signature(s) of Incorporator(s)

The image shows four handwritten signatures, each written over a horizontal line. From top to bottom, the signatures are: Bismarck Morales, Lester Aviles, Juan Navarrete, and Bayardo Munguia. The signatures are written in dark ink and are somewhat stylized.

Bismarck Morales

Lester Aviles

Juan Navarrete

Roger Mejias

Bayardo Munguia

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

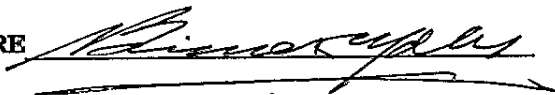
1. The name of the corporation is:

ACRODENIC-USA, INC

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

Juan Navarrete
11303 NW 6th St
Miami Fl. 33172

SIGNATURE

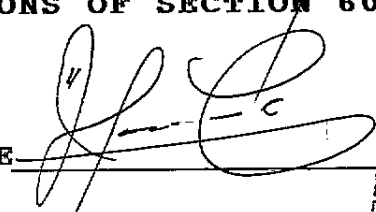


TITLE

DATE

HAVING BEEN NAMED AS REGISTER AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE



DATE

FILED
98 JAN 26 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA