

Charter Number Only

Procedural 5680

Requestor's Name De La O, Marco & Wang
Address 3001 S.W. 3rd Avenue
Miami, FL 33129
City State ZIP Phone
(305) 285-2000R.

SECTION ONLY

CORPORATION(S) NAME

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*****78.75 *****78.75

American smart systems & networks
U.S.A, Inc.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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00 JAN 19 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

Name	
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Examiner	
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

cert.
copy.

ARTICLES OF INCORPORATION OF AMERICAN SMART SYSTEMS & NETWORKS U.S.A., INC.

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be: AMERICAN SMART SYSTEMS & NETWORKS U.S.A., INC. c/o Amaury Cruz, 3001 S.W. 3rd Avenue, Miami, FL 33129.

ARTICLE II

DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV

AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 100,000. Such shares shall be Common Stock of a single class and shall have a par value of \$0.10.

ARTICLE V

RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Amaury Cruz, Esq., 3001 S.W. 3rd Ave., Miami, FL 33129.

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TALLAHASSEE FLORIDA

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII

DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The names and address of each person who are to serve as members of the Initial Board of Directors are:

JUAN CARLOS TELLEZ, 1612 N. 22 Ave. Hollywood, FL 33020

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is: JUAN CARLOS TELLEZ, 1612 N. 22 Ave. Hollywood, FL 33020

ARTICLE IX

AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIINFORMAL ACT OF DIRECTORS

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIIMEETING

The Corporation may hold its meetings of Stockholders and/or Directors either within or without the State of Florida.

ARTICLE XIIISTOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholder's agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIVINDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action,

suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

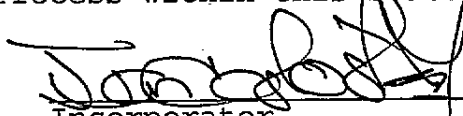
IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on January 13, 2000.


Incorporator

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

THAT AMERICAN SMART SYSTEMS & NETWORKS U.S.A., INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named AMAURY CRUZ as its Agent to accept Service of Process within this State.


Incorporator

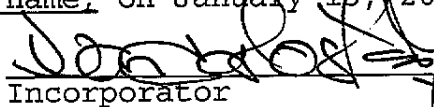
DATE: January 13, 2000

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


Registered Agent

IN WITNESS THEREOF, the Incorporator has hereunto subscribed this name, on January 13, 2000.


Incorporator

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00 JAN 19 AM 11:31
TAMM HASSLEE FLORIDA
SECRETARY OF STATE