

P000000/5078

**I & M International, Inc.
18320 N.W. 68 Ave Bldg 13 #D
Miami Lakes, FL 33015
(305) 828-2554**

FILED
00 FEB 11 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 8th, 2000

**Florida Secretary of State
Division of Corporations
Attention: Bobby Cox
P.O. Box 6327
Tallahassee, FL 32314**

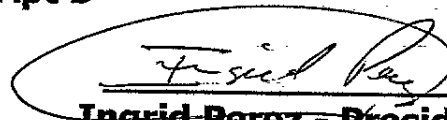
200003132002--S
-02/11/00--01005--002
*****78.75 *****78.75

Subject: Revisions to I & M International, Inc.

**Enclosed please find revisions asked for on I & M
International, Inc. Check and complete forms were
sent previously. By phone we were instructed to make
some changes which are attached.**

FROM:

**Ingrid Perez
18320 N.W. 68 Ave Bldg 13 Apt D
Miami Lakes, FL 33015
(305) 828-2554**


Ingrid Perez - President

B. REGISTER FEB 11 2000
W-3448

ARTICLES OF INCORPORATION

- Profit Corporation -

FILED

00 FEB 11 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

I & M International, Inc.

SECOND: The place in the State of FLorida, County of Dade where its principal office is to be located is: 18320 N.W. 68

Avenue Bldg 13 Apt D Miami Lakes, Florida 33015
(305) 828-2554

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of: Import and Export Products.

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

\$10.00 (TEN) dollars per share.

The number of shares which the corporation is authorized to have outstanding is:

1000 (ONE THOUSAND) shares.

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Ingrid Perez 18320 N.W. 68 Ave Bldg 13 Apt D
Miami Lakes, FL 33015

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Ingrid Perez
18320 N.W. 68 Avenue Bldg 13 Apt D
Miami Lakes, FL 33015

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of

Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of the State of Florida.

The initial Board of Directors shall consist of One in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

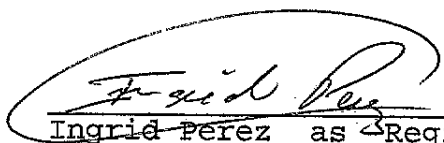
Ingrid Perez

18320 N.W. 68 Ave Bldg 13 Apt. D

Miami Lakes, FL 33015

4 of 5 Pages

Ingrid Perez is the Registered Agent and accepts all the responsibilities and duties of a Registered Agent. By Signing Below Ingrid Perez acknowledges and accepts full responsibility for becoming the Registered Agent of I & M International, Inc.

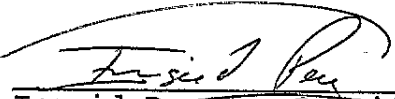

Ingrid Perez as Registered
Agent of I & M International
18320 N.W. 68 Ave Bldg 13 #D
Miami Lakes, FL 33015

FILED
00 FEB 11 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January to December each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
9 day of February, 2000.


Ingrid Perez - President/Registered Agent
18320 N.W. 68 Ave Bldg 13 #D
Miami Lakes, FL 33015

FILED

State of Florida)
County of DADE)

SS.

00 FEB 11 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this day, before me, the undersigned authority, in and for
and residing in the above County and State, personally appeared
the Incorporators whose signatures appear above, are personally
known to me to be the same person(s) whose name(s) is/are
subscribed to the foregoing document, and, being duly sworn, they
verified that the information contained in the foregoing document
is true and correct on personal knowledge and acknowledged that
said document was signed as a free and voluntary act.

Subscribed and sworn to this 8 day of February, 2000.

Miguel Morales
Name and signature

NOTARY PUBLIC
MIGUEL MORALES
My Commission GC479501
Expires July 13, 2006
Bonded by ANS
906-952-5878
My commission expires
906-952-5878
NOTARY PUBLIC
STATE OF FLORIDA
MIGUEL MORALES
My Commission GC479501
Expires July 13, 2006
Bonded by ANS
906-952-5878