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General Accounting & Computer Services

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FILED
00 JUL 21 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 17, 2000

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

100003330961--7
-07/21/00--01028--006
*****70.00 *****70.00

Ref : Axis International, Inc.

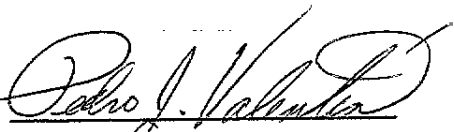
Dear Sirs:

Our office are the independent accountants engaged in the registration of Axis International, Inc. Enclosed is a check for registration fees of \$70.00 to the Secretary of State.

Upon their request, we hereby submit the attached documents of Articles of incorporation and request that you mail them back to our offices.

If there are any additional question please do not hesitate to call us .

Respectfully submitted,


Pedro J. Valentin, Accountant

T.SMITH JUL 25 2000

ARTICLES OF INCORPORATION
OF
AXUS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent, for the purpose of forming a corporation under the Florida Business Chapter 607 Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLES I : NAME

The name of the corporation and the principal place of business of this corporation shall be: **Axus International, Inc.**
5180 N.W. 7th Street, Suite 208
Miami, Florida 33126

ARTICLE II: NATURE OF CORPORATE BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation engaging in the services to the general public and business enterprises.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stocks and its par value that this corporation is authorized to have outstanding at any time is: (10,000) Ten Thousand Shares, each having (\$1.00) One Dollar Par Value. The Share authorized shall be common.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV: BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This Corporation shall have the following directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and street address of the initial officers and directors:

President: **Mr. Samir Rodrigo Santos**
5180 N.W. 7th Street, Suite 208
Miami, Florida 33126

The members of the Board of Directors shall hold office the first year of the corporation existence or until successors are elected.

ARTICLE VII: INCORPORATION

The name and street address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

Mr. Samir Rodrigo Santos

ADDRESS

**5180 N.W. 7th Street, Suite 208
Miami, Florida 33126**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and files these Articles of Incorporation, hereby declaring and certifying that the facts herein are true and, accordingly, has hereunto set his hand and seals this 15 day of July, ~~1999~~ ²⁰⁰⁰.

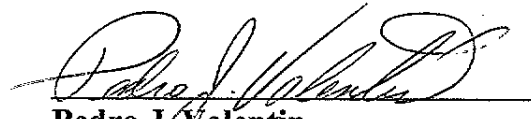
Incorporator


Mr. Samir Rodrigo Santos

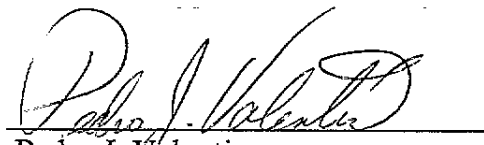
CERTIFICATE OF DESIGNATION

REGISTERED AGENT FOR SERVICE PROCESS

Pursuant to Chapter 48.091, Florida Statutes, undersigned corporation,
organized under the laws of the state of Florida, hereby designates Mr. Pedro J.
Valentin as its registered Agent to accept service of process within the state.


Pedro J. Valentin
13100 S.W. 92 Ave. Suite C-404
Miami, Florida 33176

Having been named as registered agent and to accept service of process for the
above stated corporation, at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and I accept the duties and
obligations of my position as registered agent.


Pedro J. Valentin

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TALLAHASSEE, FLORIDA

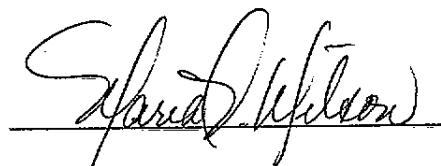
STATE OF FLORIDA)

) SS

MIAMI DADE COUNTY)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida,
in the County of Miami Dade, to take acknowledgments, personally appeared to me
Mr. Samir Rodrigo Santos and **Mr. Pedro J. Valentin** the described as Incorporator
in the foregoing Articles of Incorporation of **Axus International, Inc.**

WITNESS my hand and seal at Miami Dade County, Florida this 15th day
of July, 2000



Notary Public
State of Florida

My Commission expires:

