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August 14, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attn: New Filings

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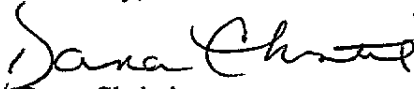
Re: All Americas Continents Exports, Inc.

Dear Sir or Madam:

Enclosed for filing is a Certificate of Domestication and Articles of Incorporation regarding the above-referenced corporation. Also enclosed is a check in the amount of \$128.75 for the cost of filing these documents.

Once the corporation has been filed please forward a certified copy of the Articles of Incorporation to this office at your earliest possible convenience. Should you have any questions, please feel free to contact me.

Sincerely,

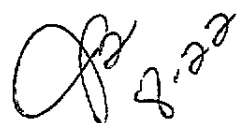


Dana Christie
Legal Assistant

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DOMESTICATION

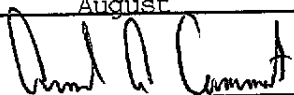
The undersigned, Armand A. Cammarota, Jr., President,
(Name) (Title)

of All Americas Continents Exports, Inc. a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was November 18, 1999.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Lake County, Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was All Americas Continents Exports, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is All Americas Continents Exports, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Illinois
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of All Americas Continents Exports, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 3rd day of August, 2000.



(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL AMERICAS CONTINENTS EXPORTS, INC.
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be All Americas Continents Exports, Inc.

ARTICLE 2
POWERS

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3
SHARES

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one thousand (1000) shares. All such shares shall be of a single class designated as common. The shares shall have a par value of one dollar (\$1.00) per share.

ARTICLE 4
VOTING

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 5
NO PREEMPTIVE RIGHTS

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares or any rights, warrants, or options with respect thereto, or any obligation convertible into

or exchangeable for any shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 6 **INDEMNIFICATION**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7 **BYLAWS**

The bylaws of the corporation may be amended by a majority vote of either the directors or the shareholders.

ARTICLE 8 **DIRECTORS**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Armand A. Cammarota, Jr.
4041 Northeast 34th Avenue
Fort Lauderdale, FL 33308

ARTICLE 9 **REGISTERED AGENT AND OFFICE**

The initial registered agent of the corporation is Armand A. Cammarota, Jr. The street address of the corporation's initial registered office is 4041 Northeast 34th Avenue, Fort Lauderdale, FL 33308.

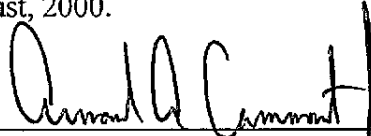
ARTICLE 10
PRINCIPAL PLACE OF BUSINESS

The initial principal place of business and mailing address of this corporation shall be 4041 Northeast 34th Avenue, Fort Lauderdale, FL 33308.

ARTICLE 11
INCORPORATOR

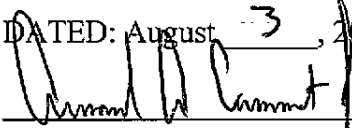
The name and address of the incorporator to these Articles of Incorporation is Armand A. Cammarota, Jr., 4041 Northeast 34th Avenue, Fort Lauderdale, FL 33308.

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of August, 2000.


_____(Sign)
Armand A. Cammarota, Jr., Incorporator

ACCEPTANCE OF
OF APPOINTMENT AS REGISTERED AGENT
(Florida Statutes §607.0501)

Pursuant to Florida Statutes §607.0501, I hereby accept my appointment as registered agent to accept service of process for All Americas Continents Exports, Inc., at its initial registered office of 4041 Northeast 34th Avenue, Fort Lauderdale, FL 33308. I am familiar with and accept the obligations of the position of registered agent as set forth in the Florida Statutes.

DATED: August 3, 2000.

_____(Sign)
Armand A. Cammarota, Jr.

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TALLAHASSEE, FLORIDA