

Law Offices
Paul A. Gore, P.A.

MEMBER OF FLORIDA & WYOMING BAR

800 WEST CYPRESS CREEK ROAD
SUITE 528
FORT LAUDERDALE, FL 33309

TELEPHONE 954/491-2244
FAX NUMBER 954/491-0015
E-Mail paulagore@compuserve.com

P01000046972

May 3, 2001

File# 21-114

Division of Corporations
Florida Department of State
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Ultimate Sales USA, Inc.

200004139682--9
-05/07/01--01125--017
*****87.50 *****87.50

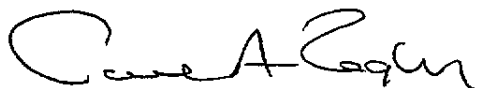
Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this corporation as well as the executed Designation of Resident Agent form.

Also enclosed is a check in the amount of \$87.50 to cover the following:

Filing Fee for Corporation for Profit	\$35.00
Certified Copy of Articles of Incorporation	8.75
Filing Fee for Designation of Resident Agent	35.00
Certificate of Status	8.75

Sincerely,



Carol A. Zeglen
Legal Assistant

CAZ:mlm

Enclosures

FILED
01 MAY -7 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-10-01
PC

ARTICLES OF INCORPORATION
OF
ULTIMATE SALES USA, INC.

FILED
01 MAY -7 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is ULTIMATE SALES USA, INC.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the law of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 800 W. Cypress Creek Rd., #528, Ft. Lauderdale, FL 33309 and the name of its initial registered agent at such address is Paul A. Gore.

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is five. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than five. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Odel Dow	821 S.E. 13 th Court, Pompano Beach, FL 33060
Odrie O. Dow Castro	5100 N. Ocean Blvd., #1602, Ft. Lauderdale, FL 33308
Oliver Dow	APDO 6192, Caracas, Venezuela 1010A
Daniel Onetto	Final Calle Paris, Carcas, Venezuela
Carlos Falcon	final Calle Paris, Caracas, Venezuela

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

Odrie O. Dow Castro

5100 N. Ocean Blvd., #1602, Ft. Lauderdale, FL
33308

Odel Dow

821 SE 13th Ct., Pompano Beach, FL 33060

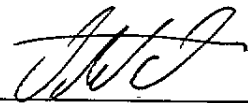
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation, this 1st day of May, 2001.



Subscriber



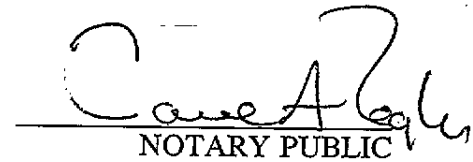
Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ODEL DOW and ODRIE O. DOW CASTRO to me known and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 1st day of May, 2001.


NOTARY PUBLIC

My Commission Expires:

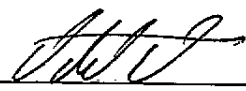


Carol A. Zeglen
MY COMMISSION # CC756917 EXPIRES
July 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

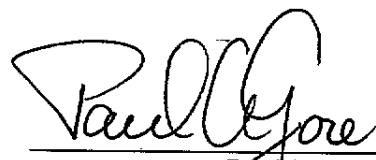
First, that ULTIMATE SALES USA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 821 SE 13th Court, Pompano Beach, Florida 33060 has named Paul A. Gore located at 800 W. Cypress Creek Rd., #528, Ft. Lauderdale, Florida 33309 as its agent to accept service of process within Florida.



5-1-01

Date

Having been named 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.



Resident Agent
5-1-01

Date

FILED
01 MAY -7 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA