

C & S INTERNATIONAL GROUP, INC.
CONFIDENCE & SECURITY * CONFIANZA & SEGURIDAD

P01000121658

Miami, December 7th, 2001

Florida Department of State
Division of Corporations
P. O. Box 1300
Tallahassee, FL. 32302-1300

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-12/27/01--01056--002
*****78.75 *****78.75

Ref.- UNIVERSAL COMMUNICATION SYSTEM, INC.

Gentleman:

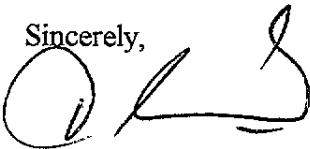
Enclosed please find Application for A New Profit Corporation, with our check # 1181 on the amount of \$78.75, to cover the Filing Fee, Registered Designation and a Certify copy.

After this application has been process please return it to our office.

Thank you in advance for your consideration and help in this matter,

EFFECTIVE DATE
1-1-02

Sincerely,



Carlos Macedo
Accountant

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 27 AM 9:02

Carlos Macedo GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art II
DATE 12/28/01
DOC. EXAM BR

9745 MILLER DRIVE, MIAMI FL 33165
Tel. 305/412-0829 * Fax 305/412-0864
ACCOUNTING - NOTARY PUBLIC *

BR DEC 27 2001

W01-28261



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2001

CARLOS MACEDO
9745 MILLER DR
MIAMI, FL 33165

SUBJECT: UNIVERSAL COMMUNICATION SYSTEM, INC.
Ref. Number: W01000028261

We have received your document for UNIVERSAL COMMUNICATION SYSTEM, INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The registered agent and street address must be consistent wherever it appears in your document.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 601A00065210

EFFECTIVE DATE
1-1-02

FILED STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
01 DEC 27 AM 9:02

**ARTICLES OF INCORPORATION OF
UNIVERSAL SYSTEM COMMUNICATION, INC.**

ARTICLE I NAME

The name of this corporation is UNIVERSAL SYSTEM COMMUNICATION, INC.

ARTICLE II DURATION

This corporation will have perpetual existence commencing on January 1, 2002.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business allowed under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which will be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right to purchase his prorata shares of it (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be at, 6600 Cypress Road, Fort Lauderdale, FL. 33317, County of Broward, Florida. The Board of Directors may from time to time designate other address and place for the principal office of this corporation as it may see fit.

PREPARED BY:
CARLOS MACEDO, ACCOUNTANT
C&S INTERNATIONAL, INC.
9745 MILLER DR. MIAMI, FL 33165
TEL.: (305) 412-0829 * FAX: (305) 412-0864
E-MAIL: CMacedo@aol.com

[Handwritten signature]

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

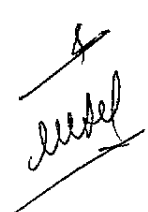
This corporation will have three, (3) Directors and incorporators initially. The number of Directors may be increased or diminished from time to time according to Bylaws adopted by the stockholders. The name and addresses of the initial Boards of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Martha Vasconez President-Treasurer	6600 Cypress Road Ft. Lauderdale, FL. 33317
Jose Vasconez Executive V.P. Secretary	6600 Cypress Road Ft. Lauderdale, FL. 33317
Carlos Humberto Cuellar Treasurer	1945 SW 81st Way Davie, FL. 33324

ARTICLE VIII**SUBSCRIBERS**

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Martha Vasconez President- Treasurer	6600 Cypress Road Ft. Lauderdale, FL. 33317	50 %
Carlos Humberto Cuellar Treasurer	1945 SW 81st Way Davie, FL. 33324	50%



ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE X

LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he will sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI

INDEMNIFICATION

The corporation will indemnify any officer or director, to the full extent allowed by law.

ARTICLE XII

DISSOLUTION

The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

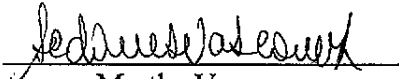
ARTICLE XIII

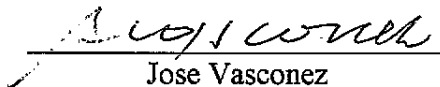
INITIAL REGISTERED OFFICE AND AGENT


The Street address of the initial registered office of this corporation is 6600 Cypress Road, Ft. Lauderdale, FL. 33317 and the name of the initial registered agent of this corporation at that address is Martha Vasconez.

IN WITNESS WHEREOF, the undersigned being the original subscriber, to the capital stock here in above named for forming a corporation to do business in the State of Florida.

Under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying, that, the facts herein stated are true, and do agree to take the number of shares herein above set forth, and hereunto set our hands and seals this 29th day of November, 2001.


Martha Vasconez
President - Treasurer


Jose Vasconez
Executive Vice-President
Secretary


Carlos Humberto Cuellar
Treasurer



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 27 AM 9:02

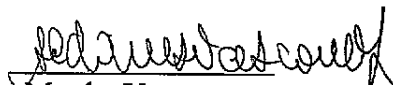
In a pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, Universal System Communication, Inc. Desiring to organized under the laws of the State of Florida, with its principal office located at, 6600 Cypress Road, Ft. Lauderdale, Broward County, Florida 33317, as indicated in the Articles of Incorporation.

2. - Has named Ms. Martha Vasconez, located at 6600 Cypress Road, Ft. Lauderdale 33317, Broward County, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 appoint 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 accept the obligations of my position as registered agent.


Martha Vasconez

Date: _____

