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TRANSMITTAL LETTER

March 21, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: MASTER PRODUCTS - USA, INC.

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-04/23/02--01032--009
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find two originals of articles of incorporation and a check in the amount of \$78.75 for filing fee and Certificate.

Thank you,

Augusto Santiago
For MASTER PRODUCTS - USA, INC.

c/o Business Support International, Inc.
155 South Miami Ave., Penthouse 1-B
Miami, Florida 33130
Tel. (305) 373-2224
Fax (305) 373-2228

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 24 PM 3:41

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ARTICLES OF INCORPORATION
OF
MASTER PRODUCTS - USA, INC.

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TALLAHASSEE, FLORIDA
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We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be "MASTER PRODUCTS - USA, INC.".

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE
AND
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Gaston Schneider
2345 NE 199 Street
North Miami Beach, FL 33180

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.10 (Ten cents of dollar).

The ownership of the shares of stock is as follows:

<u>Name of Stockholder</u>	<u>Address of Stockholder</u>	<u>Number of Shares</u>
Master Product's S.A.	Av. H. Pueyrredon 681, 5B C.F. Buenos Aires, Argentina	100

ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Augusto Santiago
155 South Miami Ave., Penthouse 1B
Miami, Florida 33130

ARTICLE VI - DIRECTOR

The Corporation shall have one director. This director will have the title of "Executive-Director" of the corporation.

The Executive-Director manages the business in a daily basis manner, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the corporation.

In case of absence of the "Executive-Director", an Alternate-Director will take the "Executive-Director's" position, holding the same powers and authority. The "Alternate-Director" is authorized to use the title of "Director".

Incorporator (s) has appointed:

Fabian Solowieiczky, as Executive-Director, and

Gabriel Solowieiczky, as Alternate-Director

Executive-Director and Alternate-Director, represent the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of

account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them; that is, the Executive-Director or Alternate-Director.

ARTICLE VII - DESIGNATED OFFICERS

The Officers of the corporation are:

Fabian Solowieiczky, President & Treasurer


Gabriel Solowieiczky, Vice-President & Secretary

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE VIII - INCORPORATOR

The names and address of the incorporator(s) to this Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Master Product's S.A., an Argentina Corporation	Av. H. Pueyrredon 681, 5B C.F., Buenos Aires, Argentina


Fabian Solowieiczky,
Agent of Master Product's S.A., an Argentina Corporation

ACKNOWLEDGEMENT: Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate 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 accept the obligations of my position as registered agent.

Registered Agent:
Augusto Santiago



Date: 03/21/02

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