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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MSM USA GROUP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #) 600007218726--7
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MSM USA GROUP, Inc

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.....

ARTICLE I - NAME

The name of the corporation is: MSM USA GROUP, Inc

MSM USA GROUP, Inc

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: Import and export to the real estate development, and any and all activities permitted under the Laws of the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: **5,000,000 SHARES**

All the aforementioned stock is to be issued and partially paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporation or by the directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: **5,000,000 SHARES AT \$0.02 PAR VALUE**

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial principal office address of this corporation in the State of Florida is:

**Gables International Plaza
2655 Lejeune Road, Suite 700
Coral Gables, Florida 33134**

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation: any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat

to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post offices addresses of the member of the first Board of Directors are:

NAME	ADDRESS	TITLE
Radhames Diaz	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134	President
Ramon E. Tatis	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134	Vice-President
M. Mario Perez	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134	Secretary

To obligate the company will be necessary the signatures of two different directors.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is

NAME	ADDRESS
Radhames Diaz Will have 1,125,000 shares.	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134
Ramon E. Tatis Will have 1,125,000 shares.	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134
INVERFAPE, S.A. Will have 1,125,000 shares.	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134
Maria Isabel Morales Rus Will have 1,125,000 shares.	Gables International Plaza 2655 LeJeune Road, Suite 700 Coral Gables, Florida 33134

ARTICLE X

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the Stockholders of corporations may receive the benefits provided thereunder.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Should any Stockholders wish to dispose of his stock it shall first be offered by any third person, and said stock shall be available for a period of ninety (90) days to such remaining Stockholders. In the event that any said stock is not purchased by any or all of the remaining stockholders within ninety (90) days of the offer, said stock may then be sold by the Stockholders at the price of the bona-fide offer of the third person.

ARTICLE XII - AMENDMENT

Theses Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall 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.

In WITNESS WHEREOF, The parties to these Articles of Incorporation have hereunto set their hands and seals this

19 day of August 2002.

SIGNATURE: _____

M. Mario Perez

TITLE: DIRECTOR/INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION WILL BE M. Mario Perez.

THE REGISTERED ADDRESS WILL BE: **Gables International Plaza**
2655 LeJune Road, Suite 700
Coral Gables, Florida 33134

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 ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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: **MSM USA GROUP, Inc**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA, HAS NAME M. Mario Perez.

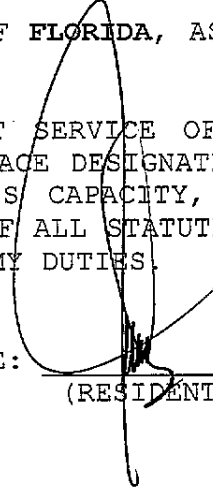
WITH ITS PRINCIPAL ADDRESS BEING:

Gables International Plaza
2655 LeJune Road, Suite 700
Coral Gables, Florida 33134

CITY OF: MIAMI, STATE OF FLORIDA, AS ITS AGENT TO SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FROM 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.

DATE 08/19/02

SIGNATURE: 

(RESIDENT AGENT)