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Alvarez & Fernandez, P.A.

REGISTERED PUBLIC ACCOUNTANTS

650 N.W. 43RD AVENUE
MIAMI, FLORIDA 33120

EMERSON ALVAREZ CPA
EMERSON F. FERNANDEZ CPA

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MEMBERS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

Date January 19, 1995

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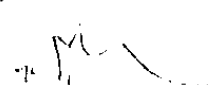
Dear Sir:

Please return the enclosed articles of Incorporation to the undersigned,
at the above address, for the following corporation:

EMERSON ELECTRONIC INTERNATIONAL, INC.

Thank you.

Sincerely,


(Mrs.) Josefa F. Alvarez
Administrative Assistant

Enclosures

FILED
95 JAN 23 AM 8:06
TALLAHASSEE, FLORIDA

D. BROWN JAN 26 1995

CERTIFICATE OF INCORPORATION
OF

EMERSONI ELECTRONIC INTERNATIONAL, INC.

FILED
95 JAN 23 AM 8:06
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: EMERSONI ELECTRONIC INTERNATIONAL, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 20,000 shares of common stock, which shares shall be of one dollar each (\$2.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 650 N.W. 43rd. Ave.

MIAMI, FL 33126

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 2415 S.W. 102 PL. Miami, FL. 33165.
The registered Agent at the registered address is LEONARDO GOMEZ.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LEONARDO GOMEZ	PRESIDENT	2415 S.W. 102 PL. Miami, FL 33165
BIRAJ AIYOUNG	TREASURER	2415 S.W. 102 PL. Miami, FL 33165

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

NAME	ADDRESS	NO. OF SHARES
LEONARDO GOMEZ	2415 S.W. 102 PL. Miami, FL 33165	50 / 1
BIRAJ AIYOUB	2415 S.W. 102 PL. Miami, FL 33165	50 / 1

ARTICLE XI

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 the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 19 day of JANUARY 19 95.

LEONARDO GOMEZ
PRESIDENT


BIRAJ AIYOUB
TREASURER

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

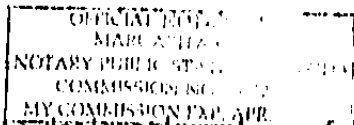
LEONARDO GOMEZ

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at City of Miami, State of Florida, this 19th day of JANUARY, 1995.

Margaret Per
Notary Public, State of Florida at Large

By Commission Expires:



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 EMERSON ELECTRONIC INTERNATIONAL, INC.
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named LEONARDO GOMEZ located at 2415 S.W.
(Name of Registered Agent)
102 Pl. Miami, FL 33165
(Street address and number of building)
(Post office box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

SIGNATURE

Leonardo Gomez

PRESIDENT

TITLE

DATE

January 19, 1995

Having been named to accept service of process for the above state 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.

SIGNATURE

Leonardo Gomez

(Registered Agent)

DATE

January 19, 1995

FILED
95 JAN 23 PM 8:06
CLERK OF DISTRICT COURT
MIAMI, FLORIDA