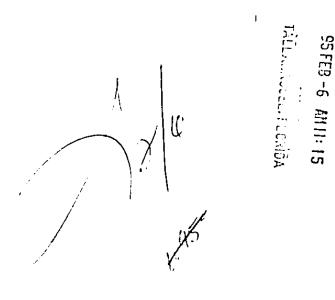


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ARTICLES OF INCORPORATION UNITE INTERNATIONAL CORPORATION

to

ARTICLE I NAME

The name of the Corporation is UNITE INTERNATIONAL CORPORATION. The principal place of business and mulling address of the Corporation is 1830 NE 86 Street, #4, Ft, Laudettale, Florida 33308-2457.

ARTICLE II TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filling of these Articles of incorporation by the Department of State.

ARTICLE III PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTIOLE IV AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of voting common stock, having an individual per value of \$0.01,

ARTICLE V PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any promptive right to purchase, subscribe or otherwise socular any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

ARTIOLE VI REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 21 Palermo Avenue, Coral Gables, Florida 33134. The initial Registered Agent at that address is Michael J. Liberatoro,

ARTICLE VII

The business of the Corporation shall be managed by a Board of Directors consisting of not interest than one member, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect,

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

Submitted by:

Disney Thompson, Esq.

169 E. Flaglor St., Suite 1524

Miami, Fla. 33131

Pla. Bar no. 847534 305-529-1854

NAME(8)

Martha Maria Sonros Burbona

ADDRESS(E6)

Praça Sentos Dumont 40, Apl. 303 Gaves, Rio de Janoiro 22470-000

ARTICLE VIII INCORPORATOR

TO

The name and address of the incorporator is: Michael J. Liberatore, 21 Palermo Avenue, Coral Gables, Florida 33134.

ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all leas, cost, fiability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he cominues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding,

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of February, 1995.

Michael J. Liberatore, incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for UNITE! INTERNATIONAL CORPORATION, at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and agree to comply with the provision—of Chapter 48.091, Florida Statutes, relative to keeping open said office, I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

MICHAEL J. LIBBRATORE, Registered Agent

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