

CAPITAL CONNECTION, INC.

4171 Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No 1 800 342 8062
 FAX (904) 222 1222

95000013154

PHONE ()

Service Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No Express Mail No

State Fee \$ Our \$

RE

Books of the -
Business

CC FILE DISBURSED

Capital Express™
 All in Inc. File
 Corp. Record Search
 Foreign Corp. File
 () Corp. Copy
 Art of Amend. File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File
 Name Reservation
 Annual Report/Restatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s. Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop
 FAX () pgs

200001406732
 -02/15/95-01003-016
 ****122.50 ****122.50

SECRET
 FEB 16 1995
 FILED
 MAR 10 1995

SUBTOTALS

FEE.....\$
 DISBURSED.....\$
 SURCHARGE.....\$
 TAX on corporate supplies.....\$
 SUBTOTAL.....\$
 PREPAID.....\$
 BALANCE DUE.....\$

FFR 1 6 1995 FEB 1 5 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY *PAK*

CK No.

WALK-IN Will Pick Up *2-15-95*

Please remit invoice number with payment
 TERMS NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1995

CAPITAL CONNECTIONS, INC.
417 E VIRGINA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: OSAKA OF THE AMERICAS
Ref. Number: W95000003482

We have received your document for OSAKA OF THE AMERICAS and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 095A00006772

ARTICLES OF INCORPORATION
OF
OSAKA OF THE AMERICAS, INC.

FILED
25 FEB 16 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(pursuant to F.S. 607.0202 [Laws 1990])

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME
(F.S. 607.0202(1)(a))

The name of the corporation shall be: OSAKA OF THE AMERICAS, INC.

ARTICLE II PRINCIPAL OFFICE
(F.S. 607.0202(1)(b))

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

Osaka Of The Americas
5760 N.W. 72nd Ave.
Miami, Florida 33166

ARTICLE III CAPITAL STOCK
(F.S. 607.0202(1)(c))

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock with no special class, preferences, limitations, or special rights attached to said stock.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

(F.S. 607.0202(1)(g))

The name and street address of the corporation's initial registered office and the name of corporation's initial registered agent at that office is:

Fermin A Acevedo
2072 S.W. 72nd Ave.
Davie, Florida 33317

ARTICLE VI INCORPORATOR(S)

(F.S. 607.0202(1)(h))

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation and the number of shares of stock that each agrees to take is(are):

1. Fermin A. Acevedo, 2072 S.W. 72nd Ave., Davie, Florida 33317
100 shares
2. Carlos Mauricio Gomez Lopez, Horacio No. 1003 Col. Polanco
C.P., 11550 Mexico D.F.
500 shares
3. Wilson Machado Rojas, Horacio No. 1003 Col. Polanco C.P., 11550
Mexico D.F.
300 shares
4. Alvaro Acosta Arango, 8201 N.W. 8th Street, Apt. 411, Miami,
Florida 33126
100 shares

(THE ARTICLES OF INCORPORATION MAY SET FORTH:)

ARTICLE VII INITIAL DIRECTORS

(F.S.607.0202(2)(a))

The Board of Directors of this corporation shall consist of not less than one and not more than five (5).

The names and addresses of the individuals who are to serve as the initial directors subject to these Articles of Incorporation, By-Laws, and the laws of Florida hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

1. (President and Chairman of the Board)
Fermin A. Acevedo, 2072 S.W. 72nd Ave., Davie, Florida 33317
2. (Vice-President and Member of the Board)
Carlos Mauricio Gomez Lopez, Horacio No. 1003 Col. Polanco C.P., 11550 Mexico D.F.
3. (Member of the Board)
Wilson Machado Rojas, Horacio No. 1003 Col. Polanco C.P., 11550 Mexico D.F.
4. (Member of the Board)
Alvaro Acosta Arango, 8201 N.W. 8th Street, Apt. 411, Miami, Florida 33126

ARTICLE VIII OTHER PROVISIONS (NOT INCONSISTENT WITH LAW)

a) The purpose or purposes for which the corporation is organized (F.S.607(2)(b)(1));

Sale and/or Distribution of Wall Covering Materials

b) Management of the business and regulation of the affairs of the corporation (F.S.607(2)(b)(2));

This Corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. General management and operations of the business of this corporation shall be done by the President and Chairman of the Board of the Corporation pursuant to the ByLaws of the Corporation.

c) Definition, limitation and regulation of the powers of the corporation and its board of directors and shareholders (F.S.607(2)(b)(3));

The President and/or Chairman of the Board has full authority as agent for the corporation to solely execute any and all documents for the operation and business of this corporation to include but not limited to organization thereof, purchases, sales, accounts, leases, employment agreements, etc.

The position of President and/or Chairman of the Board shall be voted into office pursuant to the ByLaws of the corporation and any amendments made thereto by the shareholders.

d) The amount of capital with which this corporation shall begin business shall be

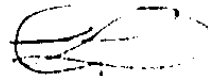
\$30,000.00

e) Personal Liability of shareholders for the debts of the corporation and extent and conditions thereof (F.S.607(2)(b)(5));

The shareholders of this corporation shall not have any personal liability for the debts, actions, liens, suits, claims, or any other causes against this corporation.

The undersigned has executed these Articles of Incorporation this


14th day of FEB, 19 95.



FERMAN ACEVEDO
President/Chairman of the Board

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day appeared FERMAN ACEVEDO to
be personally known to me or proven so by means of
DRIVERS Lic. who executed these Articles of
Incorporation and acknowledged the Articles to be the act and deed
of the subscribers and that the facts set forth herein are true.



SUBSCRIBED AND SWORN to
before me this 14 day
of FEB, 19 95.

My Commission Expires:

NOTARY PUBLIC

LUCILLE MATTHEWS
Notary Public-State of Florida
My Commission Expires JUN 20, 1995
COMM # CC 109681

FILED

95 FEB 16 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

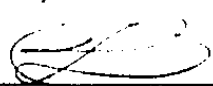
1. The name of the corporation is: OSAKA AMERICAS, INC.
2. The name and address of the registered agent and office is:
FERMIN A ACEVEDO
2072 S.W. 72nd Ave.
Davie, Florida 33317

SIGNATURE 

(Corporate Officer)

TITLE President/Chairman of Board
DATE _____

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.
(F.S.607.0202(1)(g) and F.S.607.0501(Laws 1992))

SIGNATURE 

DATE _____