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TRANSMITTAL LETTER

FILED
1995 FEB 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

000001396850
-02/03/95--01004--005
*****70.00 *****70.00

Subject: **VERITAS CORP**
UNIVERSAL MARKETING ADVISORS CORP.

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for \$ 70.00.

From: Hans A. Abate
10541 S.W. 102 Ave.
Miami, Florida 33176
(305) 530-0526

799,500,000
W95-2710

Hans A. Abate GAVE

AUTHORIZATION BY PHONE TO
CORRECT *Charge Corp. Name*
DATE *2/24/95*
DOC EXAM *Louis Brown*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1995

HANS A. ABATE
10541 S.W. 102ND AVENUE
MIAMI, FL 33176

SUBJECT: VERITAS CORP.
Ref. Number: W95000002710

We have received your document for VERITAS CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 395A00005031

ARTICLES OF INCORPORATION

OF

**UNIVERSAL
INTERNATIONAL MARKETING ADVISORS
CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **UNIVERSAL
INTERNATIONAL MARKETING
ADVISORS CORP.**

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 10541 Southwest 102 Ave. Miami, Florida 33176 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

HANS A. ABATE
1440 Southeast Bayshore Drive
Apartment 607
Miami, Florida 33131

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Hans A. Abate whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of ONE DOLLAR (\$ 1.00)

6.2 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stocks of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.3 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividend, qualifications, or term or conditions of redemption of the stocks.

ARTICLE 7 - SUB CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without written consent of the other shareholders of this Corporation shall take any action, or make any

transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1976, as amended"

ARTICLE 8 - POWER OF CORPORATION

The Corporation shall have the same power as individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT.

The name and address of the registered agent of this Corporation is Hans A. Abate, 10541 Southwest 102 Avenue, Miami, Florida 33176.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal the Bylaws.

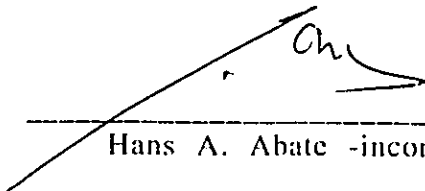
ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this February 16, 1995.



Hans A. Abate -incorporator

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1995 FEB 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION.**

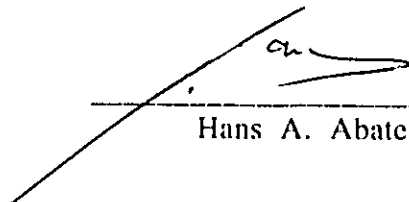
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statemet in designating the registered office and agent, in the State of Florida.

1.-The name of the corporation is : **UNIVERSAL
~~INTERNATIONAL~~ MARKETING
ADVISORS ~~CORPORATION~~ CORP.**

2.-The name and address of the registered agent and office is:

Hans A. Abate.
10541 Southwest 102 ave.
Miami, Florida 33176

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 appoinment 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 the accept the obligations of my position as registered agent.



Hans A. Abate

FEBRUARY 16, 1995