

Carlos Suarez

1511 Brickell Avenue, #2206

Miami, Florida 33129-1224

Telephone (305) 856-7675

Fax (305) 856-8024

Florida Department of State
Division of Corporations
PO BOX 6327
Tallahassee, Florida 32311

FEB 28 1995

Dear Sirs,

Enclosed please find the Articles of Incorporation of Market Access International, Inc
and a check to cover the filing fees

Sincerely,

[Signature]

EFFECTIVE DATE

3/1/95

FILED
95 MAR -2 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR - 3 1995

EFFECTIVE DATE

3-1-95

ARTICLES OF INCORPORATION

MARKET ACCESS INTERNATIONAL Inc

FILED
95 MAR -2 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is MARKET ACCESS INTERNATIONAL, Inc

Article II - Purpose

This corporation is organized to provide marketing services in the United States and to engage in all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Registered Office and Agent

The present address of the office of this corporation is 1000 Brickell Avenue, Suite 630, Miami, Florida, 33131.

The name of the initial Registered Agent of this corporation is LUISA ALONSO of 1541 Brickell Avenue, Suite C2206, Miami, Florida, 33129.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1).

The initial director of this corporation is CARLOS GARCES, of 1541 Brickell Avenue, Suite C2206, Miami, Florida, 33129, who shall also serve as president, secretary, treasurer and stockholder of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is CARLOS GARCES
of 1541 Brickell Avenue, Suite C2206, Miami, Florida, 33129

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on March 1, 1995

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of
Directors and the shareholders

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation, this 1 day of March, 1995.

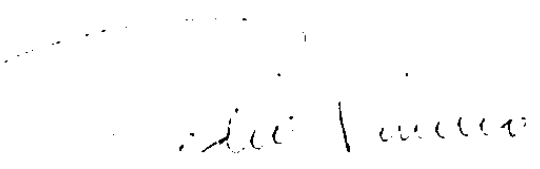


CARLOS GARCES

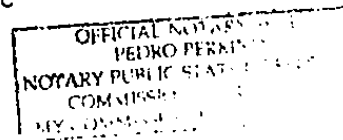
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared CARLOS
GARCES, who produced his Spanish Passport as identification, and who is known to me
and known by me to be the person who executed the foregoing Articles of Incorporation,
and she acknowledged before me that she executed the same, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
at Miami, Dade County, Florida, this 1 day of March, of 1995.



Pedro Perrino, Notary Public
State of Florida



CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
MAR 12 PM 12:51
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

WITNESSETH

That MARKET ACCESS INTERNATIONAL, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named LUISA ALONSO, located at 1541 Brickell Avenue, Suite C2206, Miami, Florida, 33129, as its agent to accept service of process within this state

ACKNOWLEDGEMENT

Having been named by the first Board of Directors of

MARKET ACCESS INTERNATIONAL, Inc

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this 1 of March of 1995.



LUISA ALONSO
Registered Agent