

Travieso Corporation

Accountants & Auditors
1784 West Flagler St, Ste. 6 & 8
Miami, Florida 33135. Tel. 649-7550

9500020411

March 9, 1995

Secretary of State
Corporation Filing Office
Tallahassee, Florida

Dear Sirs:

Please find enclosed the following documents in order to file the Articles of Incorporation of MOISES AMABILIA CORP.

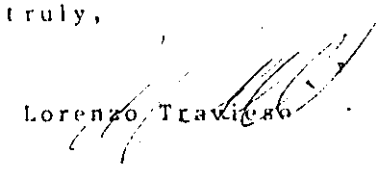
1. Articles of Incorporation of MOISES AMABILIA CORP.

2. Check in the amount of \$ 12250 order of Secretary of State covering filing fees, tax and certification.

3. Certified copy,

Yours very truly,

By


Lorenzo Travieso

FILED
95 MAR 13 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 MAR 13 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NOISES AMABILIA CORP.

The undersigned, in order to form a corporation for the purposes hereinafter stated by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these articles of -
Incorporation :

1. NAME:

The name of this Corporation is:

NOISES AMABILIA CORP.

2. DURATION:

This corporation shall have a perpetual existence.

3. PURPOSE :

This corporation is organized for the following purposes:

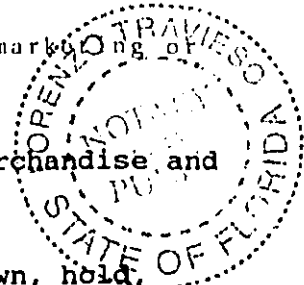
a) Engage and operate a business of telemarketing of any kind of telephone solicitation.

b) To distribute and sell all kind of merchandise and wares

c) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description whatsoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

d) In the purchase or acquisition of property, business rights or in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other entity.

e) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purp-



ose of transacting any or all lawful business, both within or without the territory of the United States of America.

4. POWER.

a) This corporation shall have all the corporate - power ennumerated in the Florida General Corporation Act.

5. CAPITAL STOCK:

This corporation is authorized to issue 500 shares common stock, which shall be designated "Common Shares", at a par value of \$1.00 (ONE DOLLAR) per share.

6. PREEMTIVE RIGHTS:

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

7. INITIAL REGISTERED OFFICE AND AGENT:

The principal place of business and registered address of this corporation is 4408 N.W. 185th Street, MIAMI, Florida, 33055.

and the name of the initial registered agent of this corporation at that address is: MOISES CORDON,

who accepts it.

8. INITIAL BOARD OF DIRECTORS:

This corporation shall have two directors initial-ly.

The number of directors may be either increased or diminished from time to time by the By-Laws.

The names and addresses of the initial director of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify:

NAME	ADDRESS:	TITLES:
MOISES CORDON	4408 N.W. 185th Street, Miami, FL.33055.	PRESIDENT
BLANCA A. CORDON	4408 N.W. 185th Street, Miami, FL.33055	SECRETARY.



9. INCORPORATORS

The name and address of the person signing these articles,

NAME	ADDRESS
MOISES CORDON	4408 N.W. 185th Street, MIAMI, Florida, 33055
BLANCA A. CORDON	4408 N.W. 185th Street, MIAMI, Florida, 33055

10. AMMENDMENTS:

This corporation reserves the right to ammend or repeal any provisions contained in these articles of incorporation or any ammendment thereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this eight of March, AD--nineteen hundred and ninety five.

Moises Cordon

Blanca A. Cordon

STATE OF FLORIDA

SS

COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mr MOISES CORDON and BLANCA A. CORDON.

known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal in the State and County aforesaid, this eight day of March, AD 1995.

My commission expires:
March 22nd. 1995.

Notary Public
State of Florida, At Large

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MARCH 22, 1995
COMM. # CC81836



95 MAR 13 PM 10:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
THAT MOISES AMABILIA CORP.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MR. MOISES CORDON, LOCATED AT 4408 N.W. 185. Street, Miami, Florida, 33055 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Moses Cordon Moses Cordon

Date; 3-8-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 COMPLET PERFORMANCE OF MY DUTIES.

Date: March 8 ,1995

Moses Cordon

SWORN AND SUBSCRIBED before me this eight of March AD 1995.

My commission expires:
March 22 ±995

Moses Cordon
Notary Public
State of Florida, At Large.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP MARCH 22, 1995
COMM # CCB1836

COUNTY OF DADE

