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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 15, 1995

Secretary of State
Division of Corporations
P.O. Box 5527
Tallahassee, Florida 32316

RE: INTELLIMART, INC.

Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for Intelli-Mart, Inc.;
2. Money Order in the amount of \$122.50; to cover all applicable fees.

It would be appreciate it if you would incorporate same and forward a copy of the Articles of Incorporation to the business address.

Thanking you in advance for your kind assistance in this matter; I remain,

Very truly yours,


Sergio D. Dania

Mr. Sergio D. Dania
8349 NW 54 Street
Miami, FL 33166

SDD/lld

Enclosures

ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: Undersigned hereby execute(s) and acknowledge(s) these Articles of Incorporation, in order to organize and incorporate a business for profit, under the corporate name (*1) and at the initial business address (*2) stated in ARTICLE XIII.

ARTICLE II - PURPOSE(S) AND OBJECT(S): The Corporation is formed, pursuant to the specific Law (*3) and for the purpose(s) or object(s) of (*4) stated in ARTICLE XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the Laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*5) stated in ARTICLE XIII, provided that all of the requirements of the Law are met.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*6) and the street address of the Registered Office (*7) are stated in ARTICLE XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*8) if any, are stated in ARTICLE XIII. The number of the Board of Directors if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*9), whether such shares shall be Par Value or No Par Value (*10) and the class of shares which are authorized (*11) are stated in ARTICLE XIII.

ARTICLE VII - INCORPORATOR(S) AND DIRECTOR(S): The name and address of each Incorporator (*12) and the name and address of each Member of the Board of Directors (*13) are stated in ARTICLE XIII.

ARTICLE VII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property, or otherwise, with all the powers now or hereafter conferred, by the Laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorney's fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interest of the Corporation.

ARTICLE X - GENERAL: A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*14) in ARTICLE XIII.
B. Cumulative voting shall not be permitted unless otherwise stated (*15) in ARTICLE XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named (Individual or Corporation) (*6) in ARTICLE XIII agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in some conspicuous place in the Registered Office, as required by Law.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions are stated at (*16) in ARTICLE XIII.

ARTICLE XIII - INDEX

(*1)	INTELLI-MART, INC.	FILED MAR 17 PM 2:03	I
(*2)	8349 NW 54 Street / Miami, Fl. 33166	Applicable Statute of Incorporation	I
(*3)	GENERAL INCORPORATION ACT	Specific Business or Licensed-Certified Professional	II
(*4)	To do any and all things not contr. to the laws of the United States of America nor of the State of Florida.	Commencement of Corporate Existence	III
(*5)	Upon the filing of these Articles of Incorpora- tion	Name of Registered Agent	IV
(*6)	ROSANA MOREIRA	Address of Registered Office	IV
(*7)	8349 NW 54 Street / Miami, Fl. 33166	Number of Initial Directors	V
(*8)	Three (3)	Number of Authorized Shares	VI
(*9)	One Thousand (1,000)	\$ Par Value or No Par Value	VI
(*10)	One Dollar (\$1.00)	Class of Shares	VII
(*11)	Common-Voting	Name and Address of each Incorporator	VII
(*12)	ROSANA MOREIRA / 4800 NW 102 Avenue / Apt. 104 Miami, Fl. 33178 A. ELISABETH FERREIRA / 6195 W. 18 Avenue / Apt.G-105 Hialeah, Fl. 33012 SERGIO D. DANIA / 6295 SW 35 Street Miami, Fl. 33155	Name and Address of each Member of Initial Board of Directors	VII
(*13)	ROSANA MOREIRA / 4800 NW 102 Avenue / Apt. 104 Miami, Fl. 33178 A. ELISABETH FERREIRA / 6195 W. 18 Avenue / Apt.G-105 Hialeah, Fl. 33012 SERGIO D. DANIA / 6295 SW 35 Street Miami, Fl. 33155	Preemptive Rights	X
(*14)	-----	Cumulative Voting	X
(*15)	-----	Special Provisions	XII
(*16)	-----		

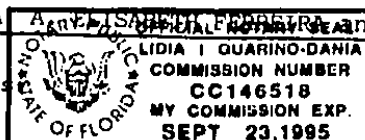
(*6) Rosana Moreira
Acceptance by Registered Agent XI
ROSANA MOREIRA

Rosana Moreira INCORPORATOR
Elisabeth Ferreira INCORPORATOR
Sergio D. Dania INCORPORATOR

STATE OF Florida)
COUNTY OF Dade)

The foregoing instrument was acknowledged before me on March 3, 1995 by
ROSANA MOREIRA, A. ELISABETH FERREIRA and SERGIO D. DANIA

My Commission Expires



Lidia I. Guarino-Dania
NOTARY PUBLIC, State of Florida