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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MODERN TECHNOLOGY U.S.A., INC.
FAX AUDIT NUMBER: H95000004884
DATE REQUESTED: 05/01/1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

May 2, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MODERN TECHNOLOGY U.S.A., INC.
REF: W9500009244

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The designation of the registered agent must be at a Florida street address.

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) 487-6934.

Loria Pools
Corporate Specialist

FAX Aud. #: W9500004884
Letter Number: 395A00021021

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

FOR

MODERN TECHNOLOGY U.S.A., INC.

FILED
05 MAY -3 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE

Article I

Name & Address

The name of the corporation is Modern Technology U.S.A., Inc. and the principal address shall be P.O. Box 331238, Miami, Florida 33135.

Article II

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

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

Prepared By: Francisco Dumenigo, Esquire, Bar # 963917
2600 S.W. Third Avenue, Suite 300, Miami, Fla. 33129

Francisco Dumenigo, Esq.
FL Bar No. 963917
2600 SW 3rd Avenue # 300
Miami, FL 33129
(305) 854-2887

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Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding is one hundred (100) shares of common stock having a one (\$1.00) dollar par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Voting in a cumulative fashion shall not be permitted.

Article V

Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Francisco Rojas. The street address of the initial registered office of this corporation is 3565 N.W. 36 Street, Miami, Florida 33142.

Article VI

Director

(a) Number. This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director(s). The name and street address of the director of the corporation is:

Name

Address

Francisco Rojas

P.O. Box 351238
Miami, Florida 33135

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

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Article VII

Officers

(a) Position. This corporation shall have the following initial offices filled: the President, Treasurer, and Secretary.

(b) Initial Officers. The title, name and street address of the officers of the corporation is:

| Title | Name | Address |
|---|-----------------|---|
| President, Secretary, & Treasurer | Francisco Rojas | P.O. Box 351238 Miami, Florida 33135 |

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as officers, and to fix the basis and conditions upon which such compensation shall be paid. Any officer of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Article VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw or bylaws adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article IX

Incorporator

Francisco Rojas
P.O. Box 351238
Miami, Florida 33135

Article X

Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers,

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employees and agents to the full extent permitted by law.

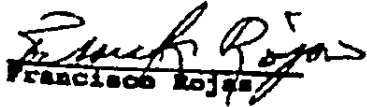
Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 25 day of April 1995.

INCORPORATOR


Francisco Rojas

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**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 48.901 of the Florida Statutes, the following is submitted:

Modern Technology U.S.A., Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Dade County, State of Florida, has named Francisco Rojas who is located at 3563 N.W. 36 Street, Miami, Fl. 33142 as its agent to accept service of process within Florida.

Incorporator:

Francisco Rojas
Francisco Rojas

Dated this 25 day of April 1995

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 complete performance of my duties.

Registered Agent:

Francisco Rojas
Francisco Rojas

Dated this 25 day of April 1995

FILED
95 MAY -3 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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