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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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MIAMI FL 33135-
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PROD. INC. CANARIOS CORP.
FAX AUDIT NUMBER: H95000006342
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TALLAHASSEE, FLORIDA

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DIVISION

ARTICLES OF INCORPORATION OF
PRODUCTOS CANARIOS CORP.

ARTICLE I- NAME:

The name of this corporation is: PRODUCTOS CANARIOS CORP.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of

Prepared by: Roberto P. Fleitas
782 N.W. Le Jeune Rd., # 550
Miami, Fla. 33126
305-442-1439
FIDEL-0273546

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this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is: 741 Lincoln Road, Miami Beach, Florida 33139

The name of the initial registered agent of this corporation is:

Roberto F. Flaiteas
782 N.W. Le Jeune Road, Suite 550
Miami, Florida 33126

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have three (3) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name(s) and address(es) of the initial director(s) of this corporation is (are):

1. Enrique Hernandez Moreno - Edificio Record Barrio Chambari
Santa Cruz de Tenerife, Espana 38080
2. Francisco Portaza Pujol - Princesa, 25 - 2do, 28008, Madrid, Espana
3. Rafael Fernandez - Princesa, 25 - 2do, 28008, Madrid, Espana

ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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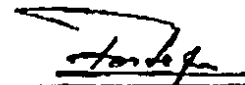
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ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

Francisco Forteza Pujol
Princesa, 25 - 2do
28008 Madrid, Espana

IN WITNESS WHEREOF, the undersigned
subscriber(s) has (have) executed these Articles of Incorporation
this 6 day of June, 1995.



FRANCISCO FORTEZA PUJOL

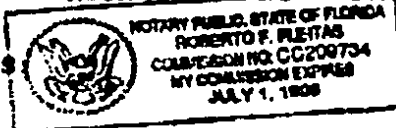
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
FRANCISCO FORTEZA PUJOL
known to me and known by me to be the person (s) who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 5
day of June, 1995, by FRANCISCO FORTEZA PUJOL
who are personally known to me or who have
produced Document of Identification, as identification and who did take
an oath. 41,322,735

NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES



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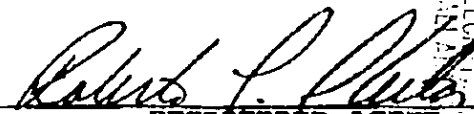
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted: **PRODUCTOS CANARIOS CORP.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: **Roberto F. Platas** as its agent to accept service of process within the State of Florida, with the registered address as: 782 N.W. Le Jeune Road, Suite 550, Miami, Florida 33126

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THE 5 DAY OF June, 1995.



REGISTERED AGENT

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