

AMERICAN AIRLINES/UNITED AIRLINES

2000004827331 DEFENDANT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

Please attach this form and use it as a cover sheet when submitting
 a copy of the completed and signed Form 990. If your document cannot be processed
 at the Information Center, we will mail you this form. Remember to tape the Tax Audit
 form in the top and bottom of all pages of the document.

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TALLAHASSEE, FLORIDA

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ARTICLE OF INCORPORATION

OF

GENERAL IMPORT & EXPORT CORP.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:
GENERAL IMPORT & EXPORT CORP.

ARTICLE II**NATURE OF BUSINESS:**

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in all the activities related to import and export.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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TALLAHASSEE, FLORIDA

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ACL INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-359-2571

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(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

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(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Two Thousand Dollars (\$2,000.00).

ARTICLE V

The number of directors of this corporation shall not be less than one (1) nor more than three (3).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JOSE A. GOUVEIA	PRESIDENT TREASURER	8180 NW GENEVA CT SUITE #B222 MIAMI FLORIDA 33166
TANIA M.S. GOUVEIA	VICE PRESIDENT SECRETARY	8180 NW GENEVA CT SUITE #B222 MIAMI FLORIDA 33166

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

JOSE A. GOUVEIA	8180 NW GENEVA CT SUITE #B222 MIAMI FLA 33166	1000 Shares at \$1.00 par
TANIA M.S. GOUVEIA	8180 NW GENEVA CT SUITE #B222 MIAMI FLA 33166	1000 Shares at \$1.00 par

ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 8180 N.W. GENEVA CT SUITE #B222 MIAMI FL. 33166 and the name of the initial registered agent of this corporation is LORENA SOL SOL. The registered office address and the corporate office mailing address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

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ARTICLE XI

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of 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 XII

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

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

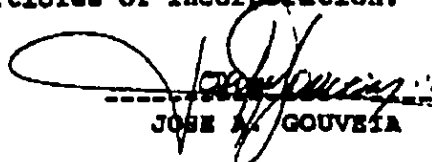
ARTICLE XIV

STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

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IN WITNESS WHEREOF, we have hereunto set our
hands and seals and caused to be filed in the office of the
Secretary of State, these Articles of Incorporation.


----- (SEAL)
JOSE A. GOUVEIA


----- (SEAL)
TANIA M.S. GOUVEIA

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ACCEPTANCE OF REGISTERED AGENT

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 PROVISION OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE

REGISTERED AGENT

DATE:

6-22-95

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STATE OF FLORIDA

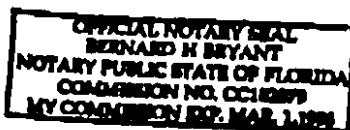
COUNTY OF DADE

BEFORE ME, the undersigned authority,
personally appeared JOSE A. GOUVEIA and TANIA M.S. GOUVEIA who
acknowledged before me that they signed the foregoing Articles of
Incorporation, that they signed for the purposes therein expressed,
freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade
County, Florida, on this 22 day of JUNE, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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TALLAHASSEE, FLORIDA

8/21/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (303)358-2571

ACCT#: 070744001530

FAX #: (303)358-7632

NAME: GENERAL IMPORT & EXPORT CORP.
AUDIT NUMBER.....H97000013839
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1
CERT. COPIES.....

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. 143.75

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 422-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 758-0771

ACCT#: 070744001500

FAX #: (703) 559-7000

NAME: GENERAL IMPORT & EXPORT CORP.
AUDIT NUMBER: N97000013637
DOC TYPE: BASIC AMENDMENT
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CERT. COPIES:

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7632

NAME: GENERAL IMPORT & EXPORT CORP.
AUDIT NUMBER.....H97000013839
DOC TYPE.....BASIC AMENDMENT
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CERT. COPIES.....0

PAGES..... 2
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EST.CHARGE.. \$43.75

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1997

GENERAL IMPORT & EXPORT CORP.
8180 NW GENEVA COURT #B222
MIAMI, FL 33166US

SUBJECT: GENERAL IMPORT & EXPORT CORP.
REF: P93000049050

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The corporate name must be identical throughout the document.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013839
Letter Number: 797A00042514

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

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
GENERAL IMPORT & EXPORT CORP.**

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TALLAHASSEE, FLORIDA

GENERAL IMPORT & EXPORT CORP. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida, does hereby certify:

FIRST: That pursuant to the provision of Section 607.1006 of the General Corporation Law of the State of Florida resolutions were duly adopted by the Board of Directors of GENERAL IMPORT & EXPORT CORP. setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and proposing that the stockholders of said corporation consider adoption thereof by written consent pursuant to section 607.1006 of the General Corporation Law of the State of Florida. This resolution was adopted by the Corporation on JULY 31, 1997. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article I thereof so that, as amended, said article shall be and read as follows:

"The name of the Corporation is
SMART ENTERPRISE CORP."

H97-13839

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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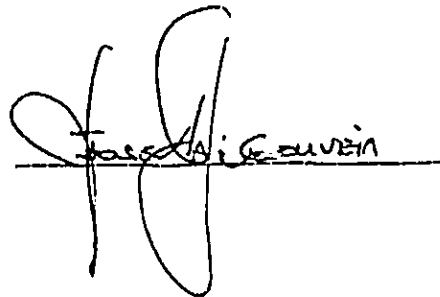
SECOND: That thereafter, pursuant to section 607.187 of the General Corporation Law of the State of Florida, the stockholders of said corporation acted by written consent and the necessary number of shares as required the General Corporation Law of the State of Florida, consented to the adoption of said amendment.

THIRD: That said amendment was duly adopted in accordance with the provision of section 607.1006 of the General Corporation Law of the State of Florida.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said GENERAL IMPORT & EXPORT CORP.

has caused this certificate to be signed by JOSE AUGUSTO GOUVEIA
as President and TANIA M.S. GOUVEIA as Secretary.
this 21st day of JULY, 1997 by:



Handwritten signature of Jose Augusto Gouveia over a horizontal line.

ATTEST:

Tania M.S. Gouveia
Secretary

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