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Omni Business Services, Inc.

2427 BISCAYNE BLVD
MIAMI, FLORIDA 33137
Ph (305) 570-7755 • Fax (305) 576-9107

August 25, 1995

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


000001573050
-08/30/95--01003--011
****122.50 ****122.50

Gentlemen:

Enclosed you will find the Articles of Incorporation of
MADELEINE & SONS SHIPPING, INC, along with a check in the
amount of \$122.50. Please register it for me.

Your prompt attention regarding this matter will be greatly
valued. Thanking you for your courtesy, I remain,

Most respectfully,


Emmanuel Regis
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MADELEINE & SONS SHIPPING, INC.

The undersigned Incorporator hereby makes, subscribes, acknowledges and files with the Department of States these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE I-NAME:

The name of this Corporation shall be:

MADELEINE & SONS SHIPPING, INC.

ARTICLE II- GENERAL NATURE OF BUSINESS:

This Corporation may engage in activity or business permitted under the laws of the United States of America and of the State of Florida, including import and export and shipping.

ARTICLE III-CAPITAL STOCK:

The maximum number of shares which the Corporation shall have authority to issue is the total sum of:

SHARES:

40,000

PAR VALUE:

\$1.00

which shall be designated "Common Shares". Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said Capital Stock may be paid for in cash, in property (other than stock or securities) or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV-TERM OF CORPORATE EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE V-INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE:

5361 N.E. 2nd Avenue
Suite 2
Miami, Florida 33137

AGENT AT SUCH ADDRESS:

JEAN CLAUDE RICHARD

IT IS ALSO THE MAILING ADDRESS OF THIS CORPORATION

ARTICLE VI-DIRECTORS:

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than five (5) the number of the same to be fixed by the Corporate By-Laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed, without cause at any annual or special meeting of the stockholders where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote at said meeting.

ARTICLE VII-INITIAL BOARD OF DIRECTORS IS/ARE:
DIRECTORS:

ADDRESS:

Jean Claude Richard
"

5361 N.E. 2nd Avenue
Miami, Florida 33137

Marie N. Michel
"

5361 N.E. 2nd Avenue
Miami, Florida 33137

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence or until their successors are selected or appointed and qualified.

ARTICLE VIII SUBSCRIBERS:

NAME	ADDRESS:	NUMBER OF SHARES:
JEAN CLAUDE RICHARD	5361 N.E. 2nd Ave Miami, FL 33137	20,000

ARTICLE IX-OFFICERS:

The officers of this Corporation shall be a President who shall be a Director, a Secretary and a Treasurer and such officers, agents and factors as may deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the necessary or Assistant Secretary of this Corporation shall be as follows:

OFFICERS:	TITLE	ADDRESS:
JEAN CLAUDE RICHARD	PRESIDENT	5361 N.E. 2nd AVENUE Miami, Florida 33137
MARIE N. MICHEL	TREASURER	5361 N.E. 2nd AVENUE Miami, Florida 33137
MARIE N. MICHEL	SECRETARY	5361 N.E. 2nd AVENUE Miami, Florida 33137

ARTICLE X-AMENDMENT:

The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon stockholders herein after are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25 day of AUGUST 1995.

Signatures of Incorporators:

Jean Claude Richard / PRESIDENT

Marie N. Michel / SECRETARY

Marie N. Michel / TREASURER

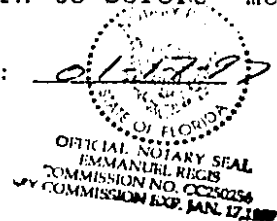
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledge and sworn to before me this 25 day of AUGUST 1995 by

Emmanuel Regis
Notary Public

My Commission Expires: 01-17-97



CERTIFICATE DESIGNATED

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the prevention of section 607.325, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1 - The name of the Corporation is:

MADELEINE & SONS SHIPPING, INC.

2 - The name and address of the registered agent and office is:

JEAN CLAUDE RICHARD
5361 N.E. 2nd AVENUE
MIAMI, FLORIDA 33137

IT IS ALSO THE MAILING ADDRESS OF THIS CORPORATION

Signature: [Signature]
Corporate Officer

Date: 08-25-97

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 relative to the proper and complete performance of my duties, and I accept the duties, and I accept the duties and obligation of section 607.325 Florida Statutes.

Signature: [Signature]
Registered Agent

Date: 08-25-97

I hereby certify that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgements personally appeared:

Name: _____ to me known to be the persons described as registered agent.

State of:

County:

The foregoing instrument was acknowledged and sworn to before me this 25th day of AUGUST 1997.

Notary Signature: [Signature]

My Commission Expires: 01-17-98

