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FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: UNIVERSE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

129 W. PALMER ST

STATE OF FLORIDA

SUITE 200

208 EAST PALMER STREET

MIAMI, FL 33136-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNIVERSE GROUP, INC.

FAX AUDIT NUMBER: H96000002159

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1996

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CERTIFIED COPIES: 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 14 PM 2:06
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

ARTICLE I.

NAME

The Name of the Corporation is, **UNIVERSE GROUP, CORP.**

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96 FEB 14 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

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

H960000 02159

Michael A. Bander
444 Brickell Ave. #300
Miami, FL 33131
(305) 358-5800
Fl. Bar NO. 171967

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is : 2861 SW 73 WAY
Suite 2012; Davie, Florida 33314-1022.

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ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Registrar Agent Services Corporation;
444 Brickell Ave. Suite 300; Miami, Florida 33131.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME	
HEROS SILVA	President
LILIANE SOUSA	Vice-President
RONALDO SOUSA	Treasurer/Secretary

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ARTICLE IX.
INCORPORATOR

The name and address of the incorporator is: Michael A. Bander, President of Register Agent Services Corporation; 444 Brickell Ave. Suite 300; Miami, Florida 33131.

ARTICLE X.
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 13th day of February, 1996.

Liliane Scusa
Liliane Scusa

Vice-president

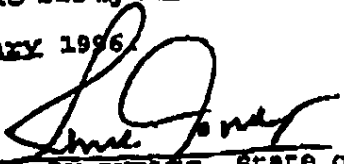
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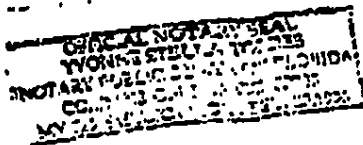
STATE OF FLORIDA)
COUNTY OF DADE)

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 before me Michael A. Bander to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 13TH day of February 1996


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
UNIVERSE GROUP, CORP.
2. The name and address of the Registered Agent and office is:
Register Agent Services Corporation
444 Brickell Ave. Suite 300; Miami, FL 33331.
Phone: (305) 358-5800

SIGNATURE :

Michael A. Bander

Register Agent Services Corporation

By: Michael A. Bander,
President

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FEB 14 1996
MIA
REGISTERED AGENT

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