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2/29/96

FLORIDA DIVISION OF CORPORATIONS
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(((H96000002884))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 9-0000
TALLAHASSEE, FL 32389 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3604
FAX: (305) 541-3770

(((H96000002884))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HIGH LEVEL IMPORT & EXPORT CORP.
FAX AUDIT NUMBER: H96000002884 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/29/1996 TIME REQUESTED: 08:59:19
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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2/29/96

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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February 29, 1996

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE 200
MIAMI, FL 33135

SUBJECT: HIGH LEVEL IMPORT & EXPORT, CORP.
REF: W96000004586

We received your electronically transmitted document. However,
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If you have any questions concerning the filing of your
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Terri Buckley FAX Add. #: H96000002
SUBJECT: HIGH LEVEL IMPORT & EXPORT, CORP.
REF: W96000004586

We received your electronically transmitted document. However,
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**ARTICLES OF INCORPORATION
OF
HIGH LEVEL IMPORT & EXPORT CORP.**

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

HIGH LEVEL IMPORT & EXPORT CORP.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. 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 IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is: 169 East Flagler Street, Suite 1527, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to another address in Florida.

PRESENTED BY:

Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131. 305-381-9096

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ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

WALESA M. ZELAYA
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

CARLOS PONCE
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

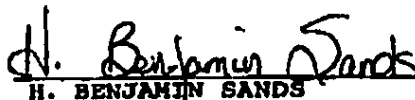
DANILO CUEVAS
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 169 E. Flagler St. Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY D. THOMPSON.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: H. BENJAMIN SANDS, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.


H. BENJAMIN SANDS

PRESENTED BY:

Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131.

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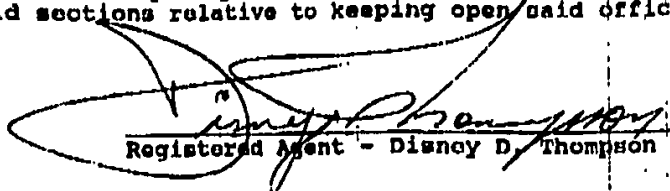
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

HIGH LEVEL IMPORT & EXPORT CORP., a corporation being organized under the laws of the State of Florida, with its principal place of business: 169 East Flagler Street, Suite 1527, Miami, Florida 33131, has named **DISNEY D. THOMPSON**, located at 169 East Flagler Street, Suite 1527 Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney D. Thompson

53 FEB 29 6 19 35
CLERK OF COURT
JULIA M. SELLER
TALLAHASSEE, FLORIDA

PRESENTED BY:

Disney D. Thompson, Esquire, **DISNEY D. THOMPSON & ASSOC.**,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131.