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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RICARDO MARTINEZ-CID. P.A.

DEPARTMENT OF STATE

1699 CORAL WAY

STATE OF FLORIDA

SUITE 510

409 EAST GAINES STREET

MIAMI FL 33145-

TALLAHASSEE, FL 32399

CONTACT: RICARDO MARTINEZ-CID

FAX: (904) 922-4000

PHONE: (305) 859-7494

FAX: (305) 858-2513

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRAINS CORPORATION

FAX AUDIT NUMBER: H96000003072

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/05/1996

TIME REQUESTED: 09:58:03

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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ACCOUNT NUMBER: 076640001666

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FLORIDA DIVISION OF CORPORATIONS

*NA
9:58 AM
496-4910*



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 5, 1996

RICARDO MARTINEZ-CID, P.A.

MIAMI, FL

SUBJECT: BRAINS CORPORATION
REF: W96000004912

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000003072
Letter Number: 396A00009775

25:0114 8-MAR-96

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000003072

FILED
96 MAR -8 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BEST BRAINS CORPORATION**

Article I - Name

The name of this corporation is BEST BRAINS CORPORATION.

Article II - Purpose

This corporation is organized to provide to purchase, develop, manage and otherwise deal in Florida real estate, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 12615 S.W. 91st Street, Miami, Florida 33186.

The name of the initial Registered Agent of this corporation is Rosa Maria Chuman of 12615 S.W. 91st Street, Miami, Florida 33186.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are MARLO J. SALVATIERRA of Avenida de los Precursores 633, Lima, Peru PR 00001, and JAIME L. RAFECAS of Juan De Aliaga #356, Lima, Peru PR 00001, who shall also serve respectively as the initial president, vice-president/treasurer/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000003072

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Article VII - Incorporator

The name and address of the persons signing these Articles is MARLO J. SALVATIERRA of Avenida de los Procuradores 633, Lima, Peru PR 00001.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

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

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this February 6, 1996.


MARLO J. SALVATIERRA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared MARLO J. SALVATIERRA, who provided his Peruvian Passports as identification, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this February 6, 1996.




Notary Public
State of Florida at Large

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: 49600003072

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

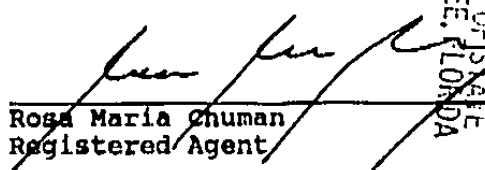
That BRAINS CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Rosa Maria Chuman, located at 12615 S.W. 91st Street, Miami, Florida 33186, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

BEST BRAINS CORPORATION

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes, this February 6, 1996.


Rosa Maria Chuman
Registered Agent

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16 MAR -8 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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