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PARCEL POST | CONTENTS, MERCHANDISE
RETURN REQUESTED

FROM INTERNATIONAL TRADING CONSULTANTS OF AM

199 S.W. 12th Avenue, Suite 11
Miami, Florida 33130-1056

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. International Trading Consultants of America, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) 500001752745
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*****78.75 *****78.75
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

called for check

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96 MAR 19 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~685,677~~

JORGE E. OYARCE
199 S.W. 12th Avenue, Ste 11
Miami, Florida 33130-1056
Phone: (305) 649-2248

Miami, March 14, 1996

Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

RE: International Trading Consultants of America, Inc.
c/o: Jorge E. Oyarce
Registered Agent

Dear Sirs:

This letter is to inform you that by a processing mistake, we file the Articles of Incorporation on 28th of February, 1996, and for some reason we did not include the corresponding processing fees.

We call to the Secretary of State, Division of Corporation, on March the 13th, and we speak with Mrs. Doris, and she told us that the file is holding until the fees has been received.

Please I am sending a Money Order No. 15-929338765, for the amount of \$78.75, covering the process of the above mention corporation.

We shall appreciate of your coertesies in regard of this important matter to us, if further information is needed, please do not hesitate to contact us as soon as possible.

Sincerely yours,

Jorge E. Oyarce

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ARTICLES OF INCORPORATION 96 MAR 19 PM 4:07

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNATIONAL TRADING CONSULTANTS OF AMERICA, INC.

The undersigned subscriber to these Articles of Incorporation, does hereby accept all the rights, privileges, benefits and obligations conferred and imposed by the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: International Trading Consultants of America, Inc. Its business shall be carried on in Dade County, State of Florida and at such other Counties or places in the State of Florida and in the United States of America, and in foreign countries, as may from time to time be authorized by the Board of Directors. Its principal office shall be located at: 199 S.W. 12th Avenue, Miami, Florida 33130.

ARTICLE TWO

NATURE OF THE BUSINESS

The general nature of the business or businesses to be transacted are as follows:

- A.- To engage in any business or businesses and to execute any and/or all the powers authorized and permitted by virtue of the Corporate Law of the State of Florida and of all other states, districts, territories, commonwealth, countries or colonies.
- B.- To establish, conduct, operate and maintain a business entity dealing with any and all professional, semiprofessional, business, technical, trade, commercial, financial, for profit, for non-profit, to buy and sales retail and wholesales and other subjects pertaining or relating thereto, without any limitation whatsoever.
- C.- To import, export, manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in with publications, recordings, supplies, materials, merchandise, real and personal property, and services of every class, kind and description.

- D.- To conduct business in, have one or more offices in, and buy, hold mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states, districts, territories, commonwealth, countries or colonies.
- E.- To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- F.- To purchase or sell the corporate assets of any other corporation and engage in the same or other character of business.
- G.- To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the capital stock, scripts, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons public or private, or by any foreign government, or by any state, city, municipality, county, territory, commonwealth, province, or other political subdivision or by any government agency, and as owners thereof to possess and exercise all rights to execute consent and vote thereon and to do any and all acts and things advisable for the preservation, protection, improvement and enhancement of value thereof.
- H.- To carry on any other business in the United States of America, or in any other foreign country, territory, commonwealth or political subdivision, and to have and exercise all the powers conferred by the laws, and to do any or all things herein above set forth to the same extended as natural persons might or could do.
- I.- In general, to become a holding company and to establish one or more office branches, subsidiaries, representatives, inter-company relationships, conglomerates anywhere in the world.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR

PURPOSE

This corporation is organized as a corporation for profit, generally engaged in the business fields of Import and Export, such as social expression, materials, cartoons, character, adventures films, royalties or any other lawful business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE FIVE

NUMBER OF DIRECTORS

The stockholder of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall never has less than one Director.

ARTICLE SIX

NUMBER OF DIRECTORS

This corporation is authorized to issue one class of stock, as follows:

- A.- Designation: The of this corporation shall be known as common stock.
- B.- Authorized: The maximum number of common stock that this corporation may issue is 1500 shares.
- C. - Par Value: Each share of common stock shall have the par value of US\$10.00.- (ten dollars).
- D.- Consideration: Shares of common stock may be issued in exchange for cash, real property, labor of services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors, as to the value of any such consideration, shall be conclusive.
- E.- Non-assessability: Each share of common stock shall be issued in exchange for consideration which is at last equal to the par value thereof, and shall be fully paid and non assessable.

- F.- Cumulative voting: no holder of common stock shall be entitled to any right of cumulative voting.
- G.- Dividends: Record holders of common stock are entitled to receive their prorated shares of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H.- Liquidation right: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive the prorated share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SEVEN

SPECIAL VOTING PROVISIONS

The occurrences enumerated in these articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's common stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1.- For the amendment of the Articles of Incorporation:
Minimum required percentage: 75%
- 2.- For the sale, lease or exchange of all this corporation's property and assets or any property or assets of this corporation:
Minimum required percentage: 75%
- 3.- For the merger or consolidation of this corporation into or with any other corporation:
Minimum required percentage: 75%
- 4.- For the voluntary dissolution of this corporation:
Minimum required percentage: 75%

ARTICLE EIGHT

PRE-EMPTIVE RIGHT

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have pre-emptive right to purchase its prorata share thereof, (as nearly as may be done without the issue of fractional shares), at the price at which it is offered to others.

ARTICLE NINE

AMENDMENTS

Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation, any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE ELEVEN

INITIAL BOARD OF DIRECTORS AND INITIAL PRINCIPAL ADDRESSES

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time as stated herein before in Article Five. The name and address of the initial director of this corporation is as follows:

PRESIDENT: Antonietta P. Carrero
1541 Brickell Avenue, Ste. B-2203
Miami, Florida 33129

VICE-PRESIDENT: Peter Carrero-Arce
1541 Brickell Avenue, Ste. B-2203
Miami, Florida 33129

SECRETARY: Peter Carrero Jr. Provenzano
1541 Brickell Avenue, Ste. B-2203
Miami, Florida 33129

TREASURER: Peter Carrero-Arce
1541 Brickell Avenue, Ste. B-2203
Miami, Florida 33129

ARTICLE TWELVE

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is: 199 S.W. 12th Avenue, Suite 11, Miami, Florida 33130
The name of the initial registered agent of this corporation at the above address is: Jorge E. Oyarce.

ARTICLE THIRTEEN

INITIAL SUBSCRIBERS-STOCKHOLDERS AND ADDRESSES

The name and postal address of each subscriber-stockholder to these Articles of Incorporation are as follows:

NAMES	ADDRESS	PERCENTAGE OF SHARES
Antonietta Provenzano-Carrero;	1541 Brickell Avenue Suite B-2203 Miami, Florida 33129	51 %
Peter Carrero-Arce	1541 Brickell Avenue Suite B-2203 Miami, Florida 33129	44 %
Peter Carrero Jr. Provenzano;	1541 Brickell Avenue Suite B-2203 Miami, Florida 33129	5 %

IN WITNESS WHEREOF, the party to these Articles of Incorporation has hereunto set his hand and seal this 22nd day of February, 1996.

/s/ Antonietta P. Carrero
Antonietta P. Carrero
President-Incorporator

/s/ Peter Carrero-Arce
Peter Carrero-Arce
Vice-president Incorporator

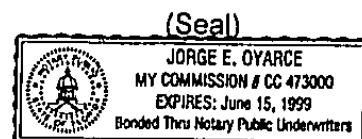
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized in the State of Florida at large, personally appeared: Peter Carrero-Arce and Antonietta P. Carrero, to me known to be the persons described as subscriber-incorporator and who executed and subscribed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I set hand and official seal in the County and State named above, this 22nd day of February, 1996.

[Signature]
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



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SECRETARY OF STATE
7/10/1996

**CERTIFICATE DESIGNATING PLACE OF BUSINESS AND DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

IN PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS IF THEM STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATED THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: INTERNATIONAL TRADING CONSULTANTS OF AMERICA, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI,
STATE OF FLORIDA, HAS NAMED JORGE E. OYARCE, LOCATED AT 199 S.W.
12TH AVENUE, CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE .

ACKNOWLEDGMENT:

*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as registered
agent.*

Dated this 22nd day of February, in the city of Miami, County of Dade, State of
Florida.

By: _____

Jorge E. Oyarce
Registered Agent