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ATTORNEYS AT LAW

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HILARY LANGEN*
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** ADMITTED IN FLORIDA AND NEW YORK

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March 13, 1996

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

Re: Mercator America, Inc.

Dear Sirs:

600001749046
-03/19/96--01066--016
****122.50 ****122.50

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$122.50 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,


Christopher Langen

Kelly Burns GAVE
AUTHORIZATION BY PHONE TO
CORRECT Incorporator
DATE 3/22
DOC. EXAM 21B

RECEIVED
TALLAHASSEE, FLORIDA

95 MAR 18 AM 11:26

FILED

GB 3/22/96

ARTICLES OF INCORPORATION OF
MERCATOR AMERICA, INC.

FILED
96 MAR 18 AM 11:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is MERCATOR AMERICA, INC.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Christopher Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is c/o Christopher Langen, Esq., 112 South Hibiscus Drive, Miami, Florida, 33139-5130.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of the corporation and his address is:

Stephan Heinke
c/o Christopher Langen, Esq.
112 South Hibiscus Drive
Miami, Florida 33139-5130

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Christopher Langen, Esq.
112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 13th day of March, 1996.



Incorporator
Christopher Langen

STATE OF FLORIDA)

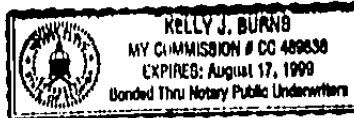
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of March, 1996, by Christopher Langer who is:

X personally known to me; or

_____ has produced _____ as identification and who
did (did not) take an oath.

My commission expires:



Notary Public, Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent of
Mercator America, Inc.

This acceptance is dated the 13th of March, 1996.



Christopher Langen, Esq.

FILED
96 MAR 18 2:11:26
SOPHIA
TALLAHASSEE FLORIDA