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JUN-14-1996 11:30
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EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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(((H96000008361))) 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 33136- 3309-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000008361))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PRISMA IMPORT & EXPORT, INC.
FAX AUDIT NUMBER: H96000008361 CURRENT STATUS: REQUESTED
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96 JUN 14 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JUN 14 PM 12:15
DIVISION OF CORPORATIONS

Handwritten signature/initials

JUN-14-1996 11:50

EMPIRE CORPORATE KIT

OF

PRISMA IMPORT & EXPORT, INC.

96 JUN 14 P.07:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Prisma Import & Export, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock with one dollar par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 200.00

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is

1241 N. Dixie Highway, #4
Pompano Beach, FL. 33060

The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

PREPARED BY: R. Golubski, CPA
1001 W. Cypress Creek Rd. Ste. 410
Ft. Lauderdale, FL. 33309-1951
Telephone (305) 491-8030

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ARTICLE VII. DIRECTORS

This corporation shall have not less than two directors.

ARTICLE VIII. INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Welton Madureira	Pres/Dir	1241 N. Dixie Highway, #4 Pompano Beach, FL. 33060
Manoel Wermelinger	Secy/Treas Dir	1241 N. Dixie Highway, #4 Pompano Beach, FL. 33060

These Officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Welton Madureira	1241 N. Dixie Highway Pompano Beach, FL.	100 shares
Manoel Wermelinger	1241 N. Dixie Highway Pompano Beach, FL.	100 shares

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1241 N. Dixie Highway, #4, Pompano Beach, FL. 33060

and the name of the initial Registered Agent of this Corporation is
 Walton Madureira

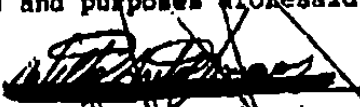
ARTICLE XI. AMENDMENTS

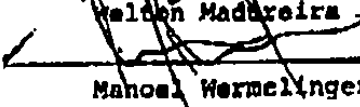
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII. INSPECTION OF BOOKS AND RECORDS

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any other records of the Corporation, shall be open to inspection by the Stockholders, and no Stockholder shall have the right to inspect any account or document of the Corporation except as permitted by Statute, or Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Broward County, Florida, this 11th day of June 1996 for the uses and purposes aforesaid.


 Walton Madureira (SEAL)


 Manoel Wermelinger (SEAL)

 (SEAL)

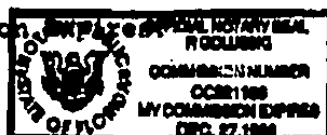
STATE OF FLORIDA)
 COUNTY OF BROWARD) SS

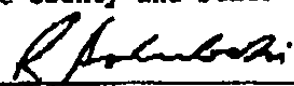
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

Walton Madureira and Manoel Wermelinger (both personally known) to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 13th day of June 1996

My Commission Expires




 Notary Public

(SEAL)

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JUN-14-1996 11:51

EMPIRE CORPORATE KIT

FILED 65/19

96 JUN 14 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

FIRST, that Prisma Import & Export, Inc.
desiring to organize under the laws of Florida, with its principal office,
as indicated in the Articles of Incorporation, at the City of Pompano Beach,
Florida, hereby designates Welton Madureira
as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept
to act in this capacity, and agree to comply with the provisions of said
Act relative to keeping open said office.



Welton Madureira

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