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Requestor's Name
 Henry Tiferino
 Address
 560 S.W. 2 St #4
 Miami, Fl. 33130
 City State Zip Phone

100001878801
 -06/28/96--01020--018
 *****70.00 *****70.00

CORPORATION(S) NAME

1st choice: H & M Nicaraguan Distributors, Corp
 2nd choice: M & H Nicaraguan Distributors, Corp

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

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 96 JUN 27 PM 12:47
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

CR2E031 (1-89)

ARTICLES OF INCORPORATION

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96 JUN 27 PM 12:47
DELR. REG. DIV.
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

H & M NICARAGUAN DISTRIBUTOR, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

560 SW. 2 St.
Suite #4
Miami, Fl. 33130

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Henry Tijerino
560 SW. 2 St.
Suite #4
Miami, Fl. 33130

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Mauricio Duarte Arias,
706 N. First St.
Harlingen, Texas 78550

Director, President.

Henry Tajerino
560 SW. 2 St.
Suite #4
Miami, Fl. 33130

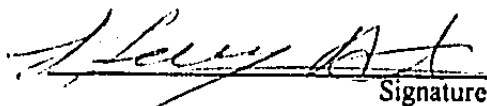
Director, Vice-President
and Secretary.

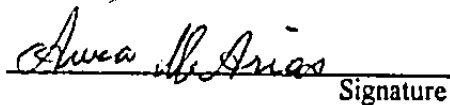
Aura Arias
1009 SW. 2 St.
#5
Miami, Fl. 33130

Director and Treasurer.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24 day of June, 19 96.


Signature


Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: H & H NICARAGUAN DISTRIBUTOR, CORP.

2. The name and address of the registered agent and office is:

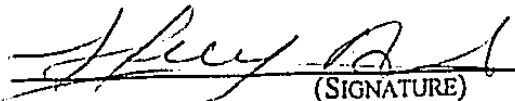
Henry Tijerina
(NAME)

560 SW. 2 St. Suite #4
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Minmi, Fl. 33130
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(SIGNATURE)

6/24/96
(DATE)