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ATTORNEY AND COUNSELOR AT LAW

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LLOYD A. BARON

MEMBER FLORIDA, CONNECTICUT,

UNITED STATES DISTRICT COURT &

NEW YORK BARS

SATELLITE OFFICE:

BOCA RATON

FORT LAUDERDALE

June 29, 1995

SENT VIA FEDERAL EXPRESS
AIRBILL NUMBER: 4098181433

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-07/10/96--01094--014
*****122.50 *****122.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of Chasqui International, Inc.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.00 representing the fee for the above referenced Articles of Incorporation.

Thank you.

Very truly yours,

Lloyd A. Baron, Esq.

LAB:ls
Enclosure

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RECEIVED
96 JUL -1 AM 7:26
DIVISION OF CORPORATIONS

FILED
96 JUL -1 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96-82
96-82

**ARTICLES OF INCORPORATION
OF
CHASQUI INTERNATIONAL, INC.**

FILED
96 JUL -1 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CHASQUI INTERNATIONAL, INC.

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The principal office of this corporation will be
3435 Pinewalk Drive North, #104, Margate, FL 33063.

ARTICLE V

The names and post office addresses of the first Board
of Directors, who shall hold office for the first year of the
corporation's existence, or until successors are elected and have
qualified, are as follows:

1. PABLO PTASCHNE 3435 Pinewalk Drive North #104
(President) Margate, FL 33063
(Secretary)

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

PABLO PTASCHNE
3435 Pinewalk Drive North #104
Margate, FL 33063

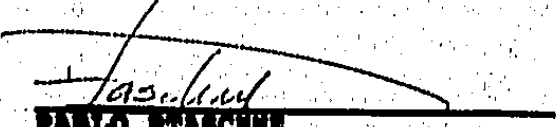
ARTICLE VI

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

First. That CHASQUI INTERNATIONAL, INC. desiring to organize
under the laws of the State of Florida with its principal office
indicated in the Articles of Incorporation at 3435 Pinewalk Drive
North #104, Margate, FL 33063 agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at 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.


PABLO PTASCHINE
Resident Agent

ARTICLE VII

The 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, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

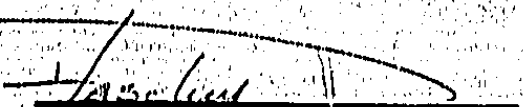
This corporation is to exist perpetually.

ARTICLE IX

To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

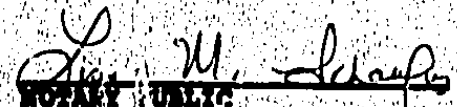
ARTICLE I

The undersigned has executed these Articles of Incorporation this 21st day of June, 1996.


PARLO FTASCHE
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

The foregoing instrument was acknowledged before me this 21st day of June 1996, by PARLO FTASCHE, as subscriber in and who executed the foregoing articles of incorporation, who is personally known to me and who did take an oath.


NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE



LISA M. SCHAUFUS
MY COMMISSION # 00284888 EXPIRES
JUNE 18, 1997
BONDED THRU TROY PAUL INSURANCE, INC.

FILED
96 JUL -1 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 0000 56896

Lloyd A. Baron, Esq.

ATTORNEY AND COUNSELOR AT LAW

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8888 UNIVERSITY DRIVE
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TELEFAX (954) 348-1808

LLOYD A. BARON
MEMBER FLORIDA, CONNECTICUT,
UNITED STATES DISTRICT COURT &
NEW YORK BARS

SATELLITE OFFICES
6301 N. RAYTON
FORT LAUDERDALE

September 30, 1996

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10/03/96-0106-00
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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Amendment Division

Re: Chasqui International

Dear Sir/Madam:

Enclosed please find the Articles of Amendment in connection
with the above referenced corporation.

Very truly yours,

[Signature]
Lloyd A. Baron, Esq

LAB:ls
Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -3 PM 12:15

AM
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ARTICLES of AMENDMENT

Article I. Name

The name of this Florida corporation is CHASQUI INTERNATIONAL, INC. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the names of the Corporation's Officers and Directors listed in Article V are replaced with the following:

SEVERINO CZAPSKI Lavallo 1394
(President) Buenos Aires 1048 Argentina

PABLO PTASCHNE 10744 W. Sample Road
(V.P., Secretary Coral Springs, FL 33065
Treasurer)

The Articles of Incorporation of the Corporation are further amended so that the Corporation's address listed in Article V is replaced with the following:

10744 W. Sample Road
Coral Springs, FL 33065

Article III. Date Amendment Adopted

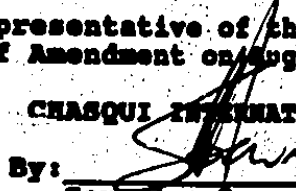
The amendment set forth in these Articles of Amendment was adopted on August 23, 1996.

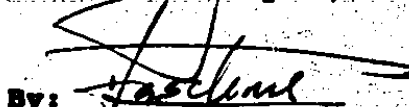
Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on August 23, 1996.

CHASQUI INTERNATIONAL, INC.

By: 
Severino Czapski, President

By: 
Pablo Ptaschne

95 OCT -3 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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