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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: ACCESS USA INTERNATIONAL, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

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-08/14/96--01101--018
****122.50 ****122.50

FROM:

Roberto C. Lopez & Associates
Name

8600 N.W. 53RD Terrace, Ste 107
Address

Miami, Florida 33166

City, State, & Zip

(305) 477-0715

Telephone Number

SPECIAL INSTRUCTIONS:

Please send the documents to Mr. Roberto C. Lopez & Associates.

THANKS

Note: Additional copy of articles is needed when certified copy is requested.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACCESS USA INTERNATIONAL, INC.

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SECRET
FALLS

We, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is :

ACCESS USA INTERNATIONAL, INC.

ARTICLE II

This corporation shall have perpetual existence beginning on:

Date of Incorporation

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$ 1.00 per share.

ARTICLE V

The street address of the initial registered office of this corporation shall be:

313 N.E. 48 Street, Fort Lauderdale, Florida 33334

The principal address and registered office address are the same

or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

MR. JULIO F. RODRIGUEZ

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one and not more than five as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

NAMES	DIRECTORS	ADDRESSES
Julio F. Rodriguez	President	313 N.E. 48 Street Fort Lauderdale 33334
Jorge Iglesias	Secretary/ Treasurer	313 N.E. 48 Street Fort Lauderdale 33334

ARTICLE IX

The names and street addresses of each incorporator of this corporation are:

Julio F. Rodriguez	President	313 N.E. 48 Street Fort Lauderdale 33334
Jorge Iglesias	Secretary/ Treasurer	313 N.E. 48 Street Fort Lauderdale 33334

ARTICLE X

The By-Laws of this Corporation may be created, amended, or changed by either the stockholders or directors at any regular or duly scheduled special meeting.

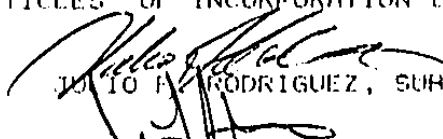
ARTICLE XI

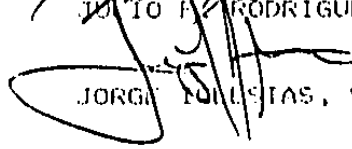
This corporation shall have, in addition to a President, Vice-President, Secretary & Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be proscribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these ARTICLES OF INCORPORATION this 5th day of AUGUST 1996


JULIO F. RODRIGUEZ, SUBSCRIBER


JORGE FOLLISTAS, SUBSCRIBER

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on the 5th day of August, 1996 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

JULIO F. RODRIGUEZ

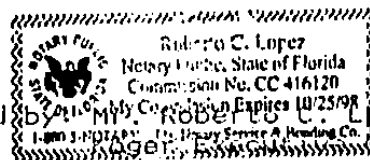
to me well known and known to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, at the day and year above written.

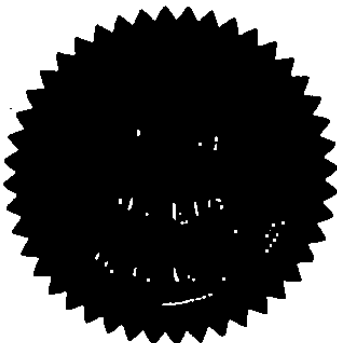

Notary Public, State of
Florida at Large

My Commission Expires:

This document was prepared by



Roberto C. Lopez
Notary Public, State of Florida
Commission No. CC 416120
Expires 10/25/98
My Commission Expires 10/25/98
Roberto C. Lopez
8600 N.W. 53rd. TERRACE, STE 107
Miami, FL 33166



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

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

THAT: ACCESS USA INTERNATIONAL, INC.,

desiring to organize under the laws of the State of Florida,
and with its principal office, as indicated in the Articles of
Incorporation at the city of Fort Lauderdale, County of Broward,
State of Florida has named:

MR. JULIO F. RODRIGUEZ/PRESIDENT 313 N.E. 48 STREET
FORT LAUDERDALE, FL
33334

County of Broward, State of Florida, as its Agent to accept ser-
vice 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 of keeping open said office.


BY: JULIO F. RODRIGUEZ
REGISTERED AGENT.

FILED
96 AUG -8 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA