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TRANSMITTAL LETTER

RECEIVED
8/15/96

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

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****122.50 ****122.50

SUBJECT: A.P.P. INTERNATIONAL, INC.

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

FOR:

NOEL E. ESCOBAR
ACCOUNTANT

4420 S.W. 77TH AVENUE
Davie, Florida 33328

PHONE # 954-474-5425
FAX# 954-370-2146

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

A.P.P. INTERNATIONAL, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of this corporation is A.P.P. International, Inc.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 6, 1996.

ARTICLE III

General Nature of Business

The object and purpose of this corporation is to engage in and to transact any or all lawfull business for which corporations may be incorporated under the Laws of the State of Florida.

ARTICLE IV

Capital Stock

The authorized capital stock of this corporation shall be five hundred (500) shares of common stock at par value of one (\$1.00)per share.

ARTICLE V

Principal Office

The principal place of business and mailing address of this Corporation shall be 2373 N.W. 34 Way Coconut Creek, Florida 33306.

ARTICLE VI

Initial Registered Agent and street address

The name and address of the registered agent is:

Mr. George Gonzalez at 2373 N.W. 34 way Coconut Creek, Florida 3306

ARTICLE VII

The Corporation will be managed by a Board of Directors and the name and post office address of the initial officers of the corporation are.

Jose C. Hinojosa	Padre Xyer # 126 Pte
	Monterey, Mexico 664000

He will act as the Company President.

George Gonzalez	2373 N.W. 34 Way
	Coconut Creek, Florida 33306

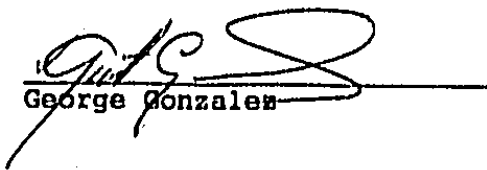
He will act as Vice-President, Secretary and Treasurer.

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. George Gonzalez at 2373 N.W. 354 Way Coconut Creek, Florida 33306

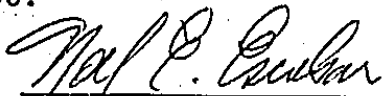
IN WITNESS WHEREOF, the undersigned has executed these Articles this 06 day of August 1996.

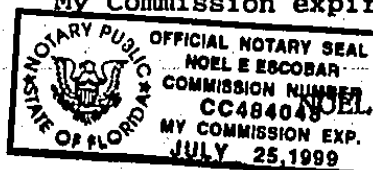

George Gonzalez

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that before me, the undersigned authority, this date personally appeared Mr. George Gonzalez who is personally known to me and to be the person described in and who executed the foregoing Articles of Incorporation, and further that HE acknowledged such execution to be HIS free and voluntary act for the uses and purposes therein expressed.

Witness my hand and official seal at Ft. Lauderdale, Florida this 06th day of August 1996.


NOEL E. ESCOBAR-NOTARY PUBLIC
State of Florida at Large.
My Commission expires:



NOEL E. ESCOBAR

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, A.P.P. INTERNATIONAL, INC. Desiring to organize under the Laws of the State of Florida, hereby designated Mr. George Gonzalez an individual resident of the State of Florida, as its Registered Agent for the purposes of accepting service of process within such a State and designates 2373 N.W. 34 way Coconut Creek, Fla 33060, as its Registered office.

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above named corporation, I hereby accept the appointment as registered agent and agree to act in this capacity in accordance with the provisions of Sections 607.0501 or 617.0501 Florida Statutes.


George Gonzalez
Date August 06, 1996

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96 AUG 21 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STILL HECTOR & DAVIS LLP ■ 200 SOUTH BISCAYNE BOULEVARD ■ MIAMI, FLORIDA 33131-2398

September 10, 1997

P96000070174

Ms. Sandra B. Morthan
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: A.P.P. International, Inc.

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-09/18/97--01014--007
*****35.00 *****35.00

Dear Ms. Morthan:

Enclosed you will find my resignation as Chairman of the Board of Directors and as President of A.P.P. International, Inc.

On September 1, 1997 this resolution was taken in a "consent to actions in lieu of a meeting of directors" of A.P.P. International, Inc.

In addition to my resignation it was resolved (i) that the following persons are elected officers of the corporation to serve for one year or until their successors are elected and qualified:

President: George Gonzalez
Secretary: George Gonzalez
Treasurer: George Gonzalez

(ii) that George Gonzalez is ratified as Registered Agent of the corporation and, (iii) that George Gonzalez is re-elected to serve as the sole Director of the corporation.

Please amend the public records of A.P.P. International, Inc. accordingly.

Sincerely yours,

Jose Hinojosa

APPROVED
AND
FILED
97 SEP 18 PM 1:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

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9-18-97
OK
200

Florida Department of State, Sandra B. Mortham, Secretary of State

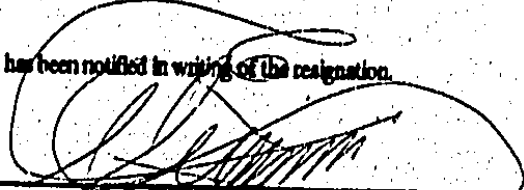
OFFICER / DIRECTOR RESIGNATION

I, JOSE HINOJOSA, hereby resign as CHAIRMAN OF THE BOARD & PRESIDENT
(Title)

of ARR INTERNATIONAL, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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