

ARTICLES OF INCORPORATION

96 SEP -3 PM 3:53

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporation name is S & M TRADING IMPORT EXPORT, INC.

ARTICLE TWO
DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The Corporation may transact any and all lawful business for which corporations may incorporated under the Florida General Corporations Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 1,000 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 9280 SW 3rd Street, Suite 808, Boca Raton, FL 33428, and the name of the initial Registered Agent at such address is SERGIO L. FERREIRA.

ARTICLE SIX
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

SEP 3 1996

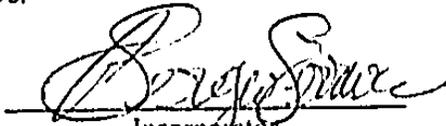
96 SEP -3 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN
INCORPORATORS

SERGIO L. FERREIRA
9280 SW 3RD STREET
SUITE 808
BOCA RATON, FL 33428

IN WITNESS WHEREOF, I have Subscribed my name this 19th day of
JULY, 1996.


Incorporator

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that S & M TRADING IMPORT EXPORT, INC., desiring to organize under the law of the State of Florida, with its principal place of business at 9280 SW 3RD STREET, SUITE 808, BOCA RATON, FL 33428 named SERGIO FERREIRA located at 9280 SW 3RD STREET, SUITE 808, BOCA RATON, FL 33428, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 19th day of JULY, 1996

