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August 30, 1996

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

FILED DATE
8-30-96

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-03/04/96 --01036 --018
****122.50 ****122.50

Re: First Inter-Oceanic Holdings, Inc.

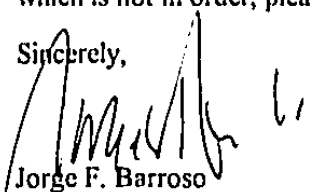
Dear Sir/ Madam:

Enclosed in duplicate are Articles of Incorporation for the above-referenced corporation, together with the Registered Agent Certificate and a check in the amount of \$122.50 to cover the following filing fees and costs:

Articles of Incorporation	\$35.00
Registered Agent Certificate	\$35.00
Certified Copy of Articles	\$52.50

If the above is in order, please file and, let me have a certified copy. If there is anything which is not in order, please call me at 305/663-0765. Thank you.

Sincerely,


Jorge F. Barroso
6619 S. Dixie Hwy. #117
Miami, FL 33143

FILED
93 SEP -3 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-5-96
KR

**ARTICLES OF INCORPORATION
OF**

FIRST INTER-OCEANIC HOLDINGS, INC.

EFFECTIVE DATE
8/30/76

FILED
SEP 12 1976
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

ARTICLE I. NAME

The name of this corporation shall be First Inter-Oceanic Holdings, Inc.

ARTICLE II. DURATION

1. This corporation shall have perpetual existence.
2. This corporation shall commence to exist on the date of execution of these Articles if within 5 days prior to filing.

ARTICLE III. PURPOSE

This corporation shall be organized for the following purposes:

1. To do any and all things with any and all powers to the same extent as natural persons might or could do.
2. To transact any and all lawful business.

ARTICLE IV. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V. PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this corporation shall be 6619 S. Dixie Highway #117, Miami, FL 33143.

ARTICLE VI. CAPITAL STOCK

1. This corporation is authorized to issue one hundred thousand shares of no par value common stock, which shall be designated "common shares."
2. All said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at such valuation as may be fixed from time to time by the Board of Directors of this corporation.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 6902 SW 88 St. E-405, Miami, FL 33156, and the name of the initial registered agent of this corporation at that address is Jorge F. Barroso.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Jorge F. Barroso, 6619 S. Dixie Highway #117, Miami, FL 33143.

ARTICLE X. INCORPORATOR

The name and address of the person signing these articles is Jorge F. Barroso, 6619 S. Dixie Highway #117, Miami, FL 33143.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XII. OFFICERS

The Board of Directors may provide for the appointment or election of all officers and agents, and may prescribe the duties of all officers and agents as the board may deem desirable and proper. The Board of Directors may also take any action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such board may deem appropriate for the business management of the corporation.

ARTICLE XIII. MEETINGS

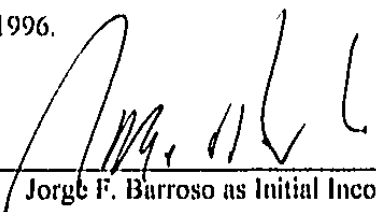
Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be established by the bylaws of the corporation.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of August, 1996.

Signature: _____


Jorge F. Barroso as Initial Incorporator

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/OFFICE

In compliance with Section 607.0501, Florida Statutes, the following is submitted:
That First Inter-Oceanic Holdings, Inc. desiring to organize or qualify under the laws of
the State of Florida, with its registered office at 6902 SW 88 St. E-405, Miami, FL 33156,
has designated Jorge F. Barroso located at such registered office, as its registered agent to
accept service of process within Florida.

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

Signature: _____

Jorge F. Barroso as Registered Agent

Date: _____

8/30/96

FILED
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CLERK OF DISTRICT COURT
STATE OF FLORIDA
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