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AIRAN and ASSOCIATES, P.A.

275 S.W. 13 Street (Coral Way)

Miami, Florida 33130

D.S. (Dar) Airan, PhD, * LL.M **

* Civil Environmental Engineering

** Real Estate, Trusts, and Finance Law

Bhavani "Bonnie" Nirmal, J. *Assistant*

Tel: (305) 860-0034

Fax: (305) 860-0036

September 9, 1996

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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-03/11/96-01083-013
*****00.00 *****00.00

Re: ROCSO INTERNATIONAL CORP.

Gentlemen:

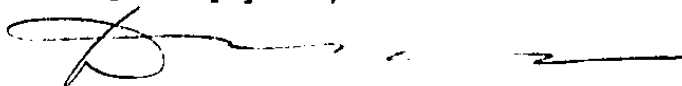
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee	\$ 35.00
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a time stamped copy to the undersigned in the enclosed self-addressed and stamped envelope.

Thank you for your courtesies in this matter.

Very truly yours,


D.S. "Dar" Airan
DSA:mr
Enclosures

SEP 18 1996

BSB

SEP 16 AM 9:00
FILE
SEP 16 1996
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION.

OF

ROCSO INTERNATIONAL CORP.

95 SEP 16 AM 9:00

DADE COUNTY, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and the laws of the state of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

ROCSO INTERNATIONAL CORP.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT, REGISTERED OFFICE
AND PRINCIPAL OFFICE**

The Registered Agent and the street address of the Registered Office and Principal Office of this Corporation in the State of Florida shall be:

REINALDO VERA
1412 Madrid Street
Coral Gables, Florida 33134

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street address is:

Reinaldo Vera
1412 Madrid St.
Coral Gables, Fl 33134

Federman Cruz Caceres
6269 S.W. 72nd Street
Suite B-6
South Miami, Fl 33143

Flavio Soto Jimenez
6269 S.W. 72nd Street
Suite B-6
South Miami, Fl 33143

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

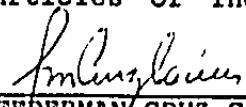
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Federman Cruz Caceres
6269 S.W. 72nd Street
Suite B-6
South Miami, Florida 33143

ARTICLE IX. AMENDMENT.

These 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on September 10, 1996.


FEDERMAN CRUZ CACERES
Incorporator

ACCEPTANCE BY REGISTERED AGENT:

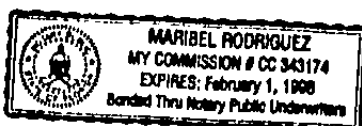
Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

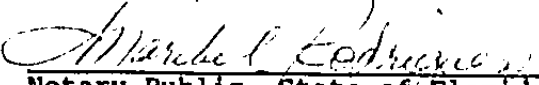
REINALDO VERA
1412 Madrid Street
Coral Gables, FL 33134

By 
Reinaldo Vera
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared, to me known to be the person described as Incorporator, FEDERMAN CRUZ CACERES who executed the foregoing Articles of Incorporation and acknowledged before me that this individual subscribed to these Articles of Incorporation on September 10, 1996.





Notary Public, State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared, to me known to be the person described as Registered agent, REINALDO VERA, and who executed the Acceptance by Registered Agent, and acknowledged before me that this individual subscribed to these Articles of Incorporation on September 10, 1996.




Notary Public, State of Florida at Large
My commission expires: