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SIR TAX

Accounting, Consulting, Strategic Tax Planning, & IRS Representation.

2039 Tyler Street * Hollywood, FL 33020 * Telephone (305) 922-1903 * Fort Smith (305) 926-6770

Of Counsel: R. Kevin Cross, E.A., Enrolled Agent, Accountant, & Tax Consultant.

R. Kevin Cross, E.A. is
enrolled to represent taxpayers
before the Internal Revenue Service

1 September 1996

Department of State
Division of Corporations
Attn.: New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
9-1-96

600001829896
-08/22/96--01083--004
*****122.50 *****122.50

Ref.: NEW WAYS, INC. EXPORT, INC.

Dear Sirs:

Please incorporate the above referenced corporation effective
September 1, 1996.

Thank you for your continued assistance in these matters.

Sincerely,

R. Kevin Cross, E.A.
Accountant & Tax Consultant.

RKC/

W96117763
524-911
9-24-96
KR
Garnett
Sigsbee
Att. Clk
9/11

FILED
95 SEP -4 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 4, 1996

R. KEVIN CROSS E.A.
2039 TYLER STREET
HOLLYWOOD, FL 33020

SUBJECT: NEW WAYS, INC.
Ref. Number: W96000018415

Export.
We have received your document for NEW WAYS, INC. and check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00041330

EFFECTIVE DATE
9-1-96

ARTICLES OF INCORPORATION
OF
NEW WAYS EXPORT, INC.

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96 SEP -4 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: NEW WAYS EXPORT, INC..

The principal place of business of this corporation shall be: 618 Anderson Circle / Apt. 101, Deerfield, Florida 33441

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business, with concentration on import and export, permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One hundred shares common stock at NO par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually, effective September 1, 1996.

ARTICLE V - OFFICERS & DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Paulo Cristovao, Jr.
618 Anderson Circle / Apt. 101
Deerfield, Florida 33441

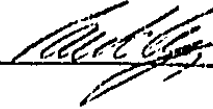
ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Paulo Cristovao, Jr.
618 Anderson Circle / Apt. 101
Deerfield, Florida 33441

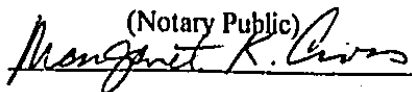
IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this First day of September 1996.

Signature(s) of Incorporator(s)



STATE OF FLORIDA.
COUNTY OF BROWARD.

THE FOREGOING instrument was acknowledged and sworn to before me this First day of September, 1996, by Mr. Paulo Cristovao, Jr. of NEW WAYS, EXPORT, INC.

(Notary Public)


My Commission Expires: 4-21-98 MARGARET K. CROSS

Notary Public, State of Florida
My Comm. Expires Apr. 21, 1998
No. CC 366603
Bonded Thru Official Notary Seal

(SEAL)

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

NEW WAYS EXPORT, INC.

The name and address of the registered agent and office is:

Paulo Cristovao, Jr.
618 Anderson Circle / Apt. 101
Deerfield, Florida 33441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE  (Corporate Officer)
TITLE: PRESIDENT & C.E.O.
DATED: September 1st, 1996.

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE  (Registered Agent)
DATED: September 1st, 1996.