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9/27/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)592-9591

NAME: OSMAR INTERNATIONAL, INC.
AUDIT NUMBER.....H96000013604
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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CERTIFICATE OF INCORPORATION

OF

OSMAR INTERNATIONAL, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Osmar International, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1250 South Dixie Highway
Coral Gables, Fl 33146

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, Fl 33144
(305) 262-4990

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ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Yesit J. Campo
85 Grand Canal Drive Ste 102
Miami, FL 33144

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Juan Marulanda President	8951 Hawthorne ave Surfside, FL 33154
Alvaro Osorio Vice President	8951 Hawthorne Ave Miami, FL 331 33154
Mildred Marulanda Secretary	8951 Hawthorne ave Surfside, FL 33154
Clara Ines Osorio Treasurer	8951 Hawthorne ave Surfside, FL 33154

ARTICLE VIII - INCORPORATOR

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

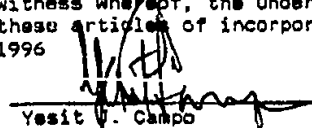
Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 25th day of September, 1996


Yesit J. Campo

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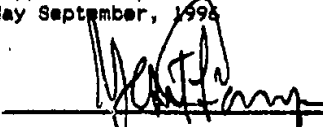
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That The Osmar International, Inc. desiring to organize under the laws of the state of Florida has appointed Yesit J. Campo of 85 Grand Canal Dr. Ste 102, Miami, Fl 33144 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT;

Having been named by the first board of directors of The Osmar International, Inc. 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 agree to comply with the applicable provisions of the Florida Statutes, this 25th day September, 1995



Yesit J. Campo
Registered Agent

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