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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 07245000325F

FAX #: (305)541-3770

NAME: DINOR INTERNATIONAL TRADING CORP.

AUDIT NUMBER.....H96000014418

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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96 OCT 14 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 14 1996

OCT-14-1996 14:40

EMPIRE CORPORATE KIT

10/14/96 14:40 P.M. Dept. of State p1/1

P.01/87



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1996

EMPIRE

SUBJECT: DINOR INTERNATIONAL TRADING CORP.
REF: W96000021761

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE REFAX DOCUMENT. NOT LEGIBLE.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000014418
Letter Number: 196A00046672

H9600001441

ARTICLES OF INCORPORATION
OF
DINOR INTERNATIONAL TRADING CORP.

FILED
66 OCT 14 AM 10:23
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is DINOR INTERNATIONAL TRADING CORP.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Florida Bar Number 747793, Leonardo A. Roth, 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156, Phone Number: 305-670-9994

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is C/O ROTH, MILNE & ROUSSE, 9350 South Dixie Hwy, PM 2, Miami, Florida 33156. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is LEONARDO A. ROTH, whose address is located at 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in

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connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director, President, Treasurer and Secretary is LEONARDO A. ROTH, 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is LEONARDO A. ROTH, 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE XII. AMENDMENTS

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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 it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all 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 has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of DINOR INTERNATIONAL TRADING CORP.


LEONARDO A. ROTH
CORPORATE SUBSCRIBER

STATE OF FLORIDA) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared LEONARDO A. ROTH, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for DINOR INTERNATIONAL TRADING CORP., to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this October 11, 1996.


(Signature) NOTARY PUBLIC, State of Florida

(SEAL)
OFFICIAL NOTARY SEAL
ELENA M. ROMERO
COMMISSION NUMBER
CG404343
MY COMMISSION EXPIRES
AUG. 31, 1998

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96 OCT 14
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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

DINOR INTERNATIONAL TRADING CORP., is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at C/O ROTH, MILNE & ROUSSE, 9350 South Dixie Hwy, PM 2, Miami, Florida 33156 has named Leonardo A. Roth as its agent to accept service of process within this state.

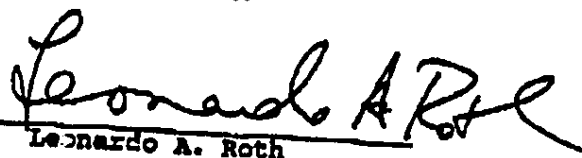
OFFICERS AND SPECIFIC ADDRESS

Director, President, Treasurer and Secretary is LEONARDO A. ROTH, 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ACCEPTANCE:

I agree as Resident Agent of DINOR INTERNATIONAL TRADING CORP. to accept Service of Process to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:


Leonardo A. Roth

P960000084873

ROTH, MILNE & ROUSSO

9350 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33156

TELEPHONE: (305) 670-9994

FAX: (305) 670-9948

LEONARDO A. ROTH
ROBERT A. MILNE*
MARK E. ROUSSO

MICHELLE M. ROTH
MARK KATSMAN

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

NORTH DADE OFFICE:

2875 NE 191 ST.

PH 3A

AVENTURA, FLORIDA 33180

TELEPHONE: (305) 466-0022

FAX: (305) 466-9998

REPLY TO: MIAMI

November 20, 1996

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*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Fl 32314

Re: Dinor International Trading Corp.
Our File No: 1857.000

Dear Sir/Madam:

Enclosed you will find the following:

1. Our check made payable to the Secretary of State in the amount of \$35.00 which represents your fee for the amendment of the Articles of Incorporation
2. Return envelope
3. Articles of Amendment to Articles of Incorporation (original and one copy)

Please reflect the amendment in the State's records. Please stamp the copy of Amendment enclosed and return it to our office to show that you have received same. Thank you.

Very truly yours,

ROTH, MILNE & ROUSSO

Leonardo A. Roth
LAR:yk
Enc.
dinor/sec

FILED
96 DEC 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

Leonardo A. Roth
Roth, Milne & Rousso
9350 S. Dixie Hwy., PH 2
Miami, FL 33156

SUBJECT: DINOR INTERNATIONAL TRADING CORP.
Ref. Number: P96000084873

We have received your document for DINOR INTERNATIONAL TRADING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Since the amendment was adopted by the directors, it must be signed by a director. Please list the title of Director under the signature of Leonardo A. Roth. Please provide a street address for the new officer. If the registered agent is changing, please include a statement that effect in the amendment along with the name and street address of the new agent. If the agent is not changing, please remove the registered agent acceptance paragraph and signature from the amendment.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 996A00054323

ROTH, MILNE & ROUSSO

ATTORNEYS AT LAW

9350 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33186

TELEPHONE: (305) 670-9994

FAX: (305) 670-0948

LEONARDO A. ROTH
ROBERT A. MILNE*
MARIE E. ROUSSO

MICHELLE M. ROTH
MARK KATSMAN

NORTH DADE OFFICE:

2875 NE 191 ST.

PH 3A

AVENTURA, FLORIDA 33180

TELEPHONE: (305) 466-0022

FAX: (305) 466-9996

REPLY TO: MIAMI

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

December 6, 1996

Division of Corporation
Annual Reports
P.O. Box 1500
Tallahassee, Florida 32302-1500

Re: DINOR INTERNATIONAL CORPORATION.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of the above named corporation along with a copy of your letter dated 12/4/96.

Please have this Articles of Amendment to Articles of Incorporation filed as your earliest convenience.

Also enclosed please find a return envelope for your convenience to forward a receipt of same.

Thank You.

Very Truly Yours,

ROTH, MILNE & ROUSSO



LEONARDO A. ROTH

LAR, PI

Enclosures

RECEIVED
96 DEC 13 PM 4:04
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DINOR INTERNATIONAL TRADING CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be the new officer of the aforementioned corporation.

Director, President, Secretary and Treasurer: PEDRO VERTERAMO,
101 Crandom Blvd. - Apt 267, Key Biscayne, Fl. 33149

SECOND : The date of the Amendment's adoption was November, 20
1996.

THIRD : The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this 20th day of NOVEMBER, 1996.

DINOR INTERNATIONAL TRADING CORP.


LEONARDO A. ROTH
DIRECTOR

I hereby, as registered agent for said corporation, am familiar with the amendment adopted.


By: LEONARDO A. ROTH
Registered Agent

FILED
96 DEC 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA