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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: GLOBAL DISTRIBUTION NETWORK GROUP, INC.
AUDIT NUMBER.....H96000015423
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ARTICLES OF INCORPORATION

OF

H96000015423

GLOBAL DISTRIBUTION NETWORK GROUP, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE INAME

The name of this corporation is: GLOBAL DISTRIBUTION NETWORK GROUP, INC.

ARTICLE IICAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IIIINITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IVTERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:

JOSEPH R. COLLETTI, ESQUIRE
3550 Biscayne Boulevard, Suite 610
Miami, Florida 33137
(305) 576-2600
FLORIDA BAR NO: 216194

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TALLAHASSEE, FLORIDA

H96000015423

JOSEPH R. COLLETTI

SUITE 610, 3550 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33137, (305) 576-2600

ARTICLE V**INITIAL REGISTERED AGENT & OFFICE**

The Registered Agent of this corporation is JOSEPH R. COLLETTI and the initial registered office, which is the same office as that of the Registered Agent, is 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137. The management may from time to time move the registered office to any other address in Florida.

ARTICLE VI**INITIAL PRINCIPAL OFFICE MAILING ADDRESS**

The initial principal office mailing address of this corporation is 7760 S.W. 88th Street, Miami, Florida 33156. The management may from time to time move the principal office and/or mailing address to any other address in Florida.

ARTICLE VII**BOARD OF DIRECTORS**

This corporation shall have a minimum of one director and a maximum of three directors, and the names and addresses of the initial Board of Directors, consisting of three members are:

JOSEPH VENDI**7760 S.W. 88th Street
Miami, Florida 33156****PETER DISISTO****260 Crandon Boulevard
Suite 32-466
Key Biscayne, FL 33149**

ARTICLE VIII

H96000015423

OFFICERS

The names and post office addresses of the officers of this corporation are:

JOSEPH VENDI,
President

7760 S.W. 88th Street
Miami, Florida 33156

PETER DISISTO,
Vice-President.

260 Crandon Boulevard
Suite 32-466
Key Biscayne, FL 33149

MARIA VENDI,
Secretary/Treasurer

7760 S.W. 88th Street
Miami, Florida 33156

ARTICLE IX**INCORPORATOR**

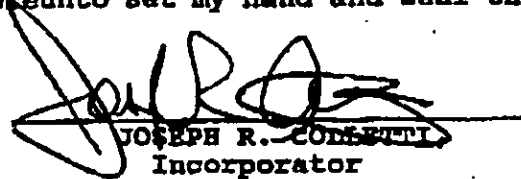
The name and address of the subscriber and incorporator to these Articles of Incorporation is:

JOSEPH R. COLLETTI
3550 Biscayne Boulevard
Suite 610
Miami, Florida 33137

ARTICLE X**ELECTION BY A SMALL BUSINESS CORPORATION**

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of October, 1996.


JOSEPH R. COLLETTI
Incorporator

STATE OF FLORIDA)
) SS.
 COUNTY OF DADE)

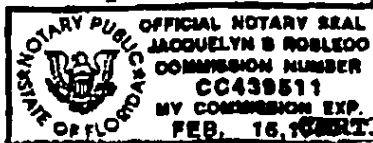
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I HEREBY CERTIFY that on this 31st day of October, 1996, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared JOSEPH R. COLLETTI to me well known to be the person described as incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, the year and day aforesaid.

Jacquelyn S. Rosleo
 NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: 2/16/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
 OR DOMICILE FOR THE SERVICE OF PROCESS
 WITHIN FLORIDA, NAMING AGENT UPON WHOM
 PROCESS MAY BE SERVED**

FILED
 96 NOV - 1 AM 11:00
 TALLAHASSEE
 SECRETARY OF STATE
 FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That GLOBAL DISTRIBUTION NETWORK GROUP, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 7760 S.W. 88th Street, Miami, Florida 33156 has named JOSEPH R. COLLETTI, of 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137, as its agent to accept service of process within Florida.

Joseph R. Colletti
 JOSEPH R. COLLETTI,
 Incorporator

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.

Registered Agent
 Registered Agent

DATED: October 31, 1996

H96000015423

JOSEPH R. COLLETTI

SUITE 610, 3550 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33137, (305) 576-2600