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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: CENTELLA INTERNATIONAL OVERSEAS CORP.

AUDIT NUMBER.....H96000016643

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**ARTICLE OF INCORPORATION
OF**

CENTELLA INTERNATIONAL OVERSEAS CORP.

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:

CENTELLA INTERNATIONAL OVERSEAS CORP.

The principal place of business of this corporation shall be:
2844 SW 15 STREET
MIAMI, FL 33145

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, 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: 100 SHARES x \$10.00 = \$1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Jose V. Aicolino
2844 S.W. 15th St.
Miami, Fl 33145
(305) 887-4185

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ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (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):

RAFAEL DE LIMA TRUJILLO DIRECTOR

2844 SW 15 ST.

MIAMI, FL 33145

ALFREDO HORACIO RACEDO DIRECTOR

2844 SW 15 ST.

MIAMI, FL, 33145

JOSE V. AICOLINO DIRECTOR

2844 SW 15 ST

MIAMI, FL 33145 ARTICLE VI INCORPORATOR (S)

The name (s) and street address (es) of the Incorporator (s) to these Article of Incorporation is (are):

RAFAEL DE LIMA TRUJILLO PRESIDENT (46 SHARES)

2844 SW 15 ST

MIAMI, FL 33145

ALFREDO HORACIO RACEDO SECRETARY (46 SHARES)

2844 SW 15 ST

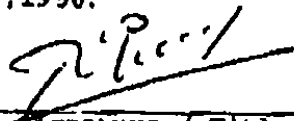
MIAMI, FL 33145

JOSE V. AICOLINO TREASURER (8 SHARES)

2844 SW 15 ST.

MIAMI, FL 33145

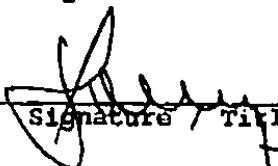
The undersigned has (have) executed these Article of Incorporation this 22nd day of NOVEMBER, 1996.



Signature / Title



Signature / Title



Signature / Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICER

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida.

1. The name of the corporation is:

CENTELLA INTERNATIONAL OVERSEAS CORP.

2. The name and address of the registered agent and officer is:

JOSE V. AICOLINO
(name)

2844 SW 15 ST.
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33145
(CITY / STATE / ZIP CODE)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIRED AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

NOVEMBER 22, 1996
DATE

REC.
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