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12/30/96

FLORIDA DIVISION OF CORPORATIONS

8:16 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: OVERLAND USA CORP.

AUDIT NUMBER.....H96000018106

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials

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Articles of Incorporation
of
Overland USA Corp.

Article I. Name

The name of this Florida corporation is:
Overland USA Corp.

Article II. Address

The mailing address of the Corporation is:
Overland USA Corp.
c/o 80 SW 8th Street, Suite 2077
Miami FL 33130

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:
Humbert Socorregut

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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80 SW 8th Street, Suite 2077
Miami FL 33130
305-259-0402

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Humbert Socorregut

Article VI. Incorporator

The name and address of the incorporator is:


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80 SW 8th Street, Suite 2077
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 30, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on December 30, 1996

Juris Magister Corporate Services

By: 

Luis Agramunt, President

by L.A. Uriarte as attorney-in-fact

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Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Overland USA Corp.

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

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96 DEC 30 4:11:15
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TALLAHASSEE, FL 32304

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Luis Agramunt
by L.A. Uriarte as attorney-in-fact

Date: December 30, 1996

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