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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INTEGREE INTERNATIONAL U.S.A., INC.

AUDIT NUMBER.....H97000000745

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H970000007

INTEGREE INTERNATIONAL U.S.A., INC.

By these Articles of Incorporation, the incorporator forms a corporation for profit under Florida law.

ARTICLE I. NAME

The name of this corporation is:

INTEGREE INTERNATIONAL U.S.A., INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is sixty (60) shares of common stock with \$1.00 par value per share.

Prepared by:

Barry M. Boren, Esq.
9200 S. Dadeland Blvd. #412
Miami, Florida 33156
(305) 670-2200
FBN-247286

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 9200 So. Dadeland Blvd., Suite 412, Miami, Florida 33156 and the initial Registered Agent of this Corporation at such office shall be BARRY M. BOREN, ESQ., who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Fla. Stat. as amended from time to time, with respect to keeping an office for service of process.

ARTICLE VI. PLACE OF BUSINESS

The principal place of business of this Corporation shall be Miami, Florida and the mailing address of this Corporation shall be 1805 N.W. 97th Avenue, Miami, Florida 33172.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of no less than one (1) member and no more than three (3) members.

CARLOS REYES, JR.
1805 N.W. 97th Avenue
Miami, Florida 33172

ARTICLE VIII. INCORPORATOR

The name and mailing address of the Incorporator signing these Articles of Incorporation is:

CARLOS REYES, JR.
1805 N.W. 97th Avenue
Miami, Florida 33172

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Articles of Incorporation

ARTICLE IX. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of January, 1997.


CARLOS REYES, JR.

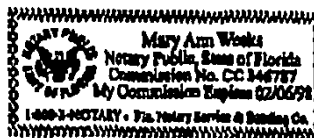
STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CARLOS REYES, JR., to me well known and is the individual described therein and who, as Incorporator, executed the foregoing Articles of Incorporation of INTEGREE INTERNATIONAL U.S.A., INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida this 10th day of January, 1997.


NAME: MARY ANN WEEKS
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:



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Articles of Incorporation

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes §48.091, INTEGRREE INTERNATIONAL U.S.A., INC. desiring to organize under the laws of the State of Florida, hereby designates BARRY M. BOREN, ESQ., 9200 So. Dadeland Blvd., Suite 412, Miami, Florida 33172 as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for INTEGRREE INTERNATIONAL U.S.A., INC., at the place designated above in the Articles of Incorporation, BARRY M. BOREN, ESQ., agrees to act in this capacity and agrees to comply with the provisions of Florida Statutes 48.091

DATE

1/10/97


BARRY M. BOREN, ESQ.

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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