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VIA EXPRESS MAIL

PLEASE RUSH

February 10, 1997

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Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Fiba International, Inc.

Gentlemen:

Enclosed are Articles of Incorporation in duplicate for the above named corporation, together with check in the amount of \$122.50 to cover the incorporating fees and a certified copy of the Articles.

We have been advised by your office that this name does not appear to be in use at this time.

I will appreciate it if you will call my office collect and advise the number of the corporation and date of incorporation, or if there is any problem with the corporate papers.

Please transmit the certified copy of the Articles to me.

Thank you for your cooperation.

Very truly yours,

Paul C. Zempel
PAUL C. ZEMPEL

PCZ:dk9b/gs

Enclosure

FILED
97 FEB 12 PM 1:50
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
FIBA INTERNATIONAL, INC.

FILED
97 FEB 12 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be Fiba International, Inc.

ARTICLE II

Principal Office

The initial principal office of the corporation shall be located at 15210 Amberly Drive - #731, Tampa, Florida 33647.

ARTICLE III

Shares

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of \$10 par value common stock, which shall be fully paid and non-assessable. All of such stock shall be payable in cash, property, labor or services, at a valuation to be fixed by the shareholders equal in dollars at least to the par value of the stock to be issued therefor.

ARTICLE IV

Registered Agent and Initial Registered Office

The address of the corporation's initial Registered Office 15210 Amberly Drive - #731, Tampa, FL 33647, and the name of its Registered Agent is Bill Tzamos. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V

Incorporators

The name and address of the incorporators are:

Apostolos Varnavas
628 Windrush Bay
Tarpon Springs, FL 34689

Bill Tzamos
15210 Amberly Drive - #731
Tampa, FL 33647

ARTICLE VI

Purpose

The purpose of the corporation is to engage in the business of importing and exporting commodities and products, and selling them at wholesale and retail, and in general, without limitation because of the foregoing, to engage in any and all lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE VII

Shareholders' Agreements

Any two or more of the shareholders of the corporation may from time to time enter in to such agreements as may seem expedient to them, concerning the voting of their stock, limiting the transferability of their stock, and making other provisions for the regulation of the business and conduct of the affairs of the corporation, and thereafter any transfer of said stock shall be made in accordance with said agreement, provided that written or printed notice of such agreement shall be endorsed upon the certificates of stock subject thereto.

ARTICLE VIII

Interests of Directors and Officers

In the absence of fraud, no contract or other transaction entered into by this corporation shall be invalidated or in any way affected because one or more of the directors or officers of the corporation are interested, directly or indirectly, in said contract or transaction, or as a director or officer of another corporation or firm which was a party to the contract or transaction; provided that such officer or director shall have fully disclosed to the Board of Directors such interest or position prior to the time the contract or transaction was approved or confirmed by the Board of Directors. Any director who has such interest or position may be counted in determining the existence of a quorum at the meeting considering the contract or transaction, and may vote thereon as he or she would otherwise have.

ARTICLE IX

Indemnification


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

ARTICLE X

Amendments

These Articles may be amended by unanimous action of the shareholders, subject to the provisions contained in any shareholders' agreement entered into under Article VII.

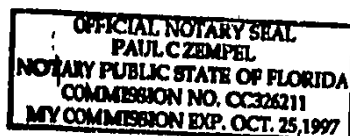
Executed by the incorporators this 2/2nd day of January, 1997.

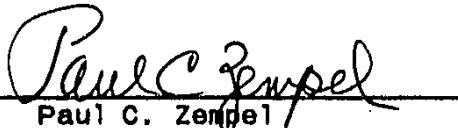

Apostolos Varnavas


Bill Tzamos

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 2nd day of January, 1997, by Apostolos Varnavas, and by Bill Tzamos, both of whom are personally known to me, and who did not take an oath.




Paul C. Zempel
Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation as registered agent of FIBA International, Inc., a Florida corporation, and I do certify that I am familiar with, and accept the obligations of such position.



Bill Tzamos

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97 FEB 19 PM 1:52
TALLAHASSEE, FLORIDA