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Miami, Fl

03/11/97.

FLORIDA Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

700002116237--8
-03/18/97--01074--002
*****70.00 *****70.00

Attention: Corporate Records Bureau

Ref: Filings of New "Articles of Incorporation".

Gentlemen:

Enclosed please find the corresponding documents for Filing of
New Corporation as follows:

a) one (1) each consisting of Originals and onecopy of:

Articles of Incorporation, and
Certificate Designating Registered Agent/Registered Office,

all typed on your suggested Sample Forms, for:

U.S. TRADE & CONSULTING CORP.

b) Enclosed Check # 12076 in the amount of \$70.00 issued by
which covers your Fees as follows:

Filing \$20., Certified Copy \$30. and Registered Agent/Office
Designation \$20.

Once your filing has been completed, please return each certified copy
by using attached DHL Courier AirwayBill, chargeable to our 867627639
directly to my attention to the address shown on it, for prompt delivery.

If you have any question, please do not hesitate to call "collect".

Christof GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA information
DATE 3/12/97
DOC. EXAM BR
REC. and

Eduardo Strugo
President

305-715-9517

FILED
97 MAR 12 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED MAR 12 1997

ARTICLES OF INCORPORATION

OF

U.S. TRADE & CONSULTING 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: U.S. TRADE & CONSULTING CORP.

The principal place of business of this corporation shall be:
9300 N.W. - 58 St. # 209 - MIAMI, FL - 33178

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 States, 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: Fifty thousand (50,000) common shares each of ONE U.S. DOLLAR (\$ 1.00) PAR VALUE with identical rights and privileges, the transfer of which is restricted according to the By-Laws of the Corporation.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

Eduardo Strugo - President, Treasurer and Director.

Analia Alicia Bravo - Vice President, Secretary and Director.

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FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Eduardo Strugo

3731 N - Country Club Dr. # 1121
Aventura, Fl - 33180

ARTICLE VII: No director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this thrid day of March, 1997

The registered agent is Eduardo Strugo & the registered office is 9300 NW 58th St., Suite 209, Miami, FL 33178.

Signature(s) of Incorporator(s)

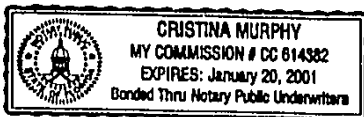
[Signature]
EDUARDO STRUGO
PRESIDENT.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

Signing as incorporator and accepting the designation as registered agent for U.S. TRADE & CONSULTING CORP.

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of 03/11, 1997 by Eduardo Strugo
(Name of incorporator)
of U.S. TRADE & CONSULTING CORP.
(Name of Corporation)



Notary Public

[Signature]
My Commission Expires: January 20, 2001

(SEAL)