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ISELA H. MONTEAGUDO

175 FONTAINEBLEAU BOULEVARD CERTIFIED PUBLIC ACCOUNTANT
SUITE 2KB
MIAMI, FL 33172

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Key International Sales, Inc.
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAR 18

BSB

TALLAHASSEE, FLORIDA
971113 10 AM 8-47
FBI

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
KEY INTERNATIONAL SALES, INC.**

FILED
97 MAR 10 AM 8:47
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

KEY INTERNATIONAL SALES, INC.

The principal place of business of this corporation shall be 35 Edgewater Drive, #35, Coral Gables, Florida 33133.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 35 Edgewater Drive, #35, Coral Gables, Florida 33133, and the name of the initial registered agent of the corporation at that address is Angelica Stabile.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Angelica Stabile	35 Edgewater Drive, #35
President/Director	Coral Gables, Florida 33133

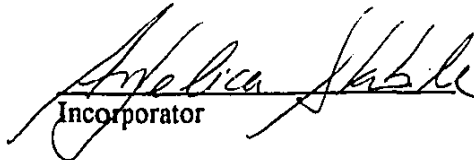
Mucio Ellery Leite	35 Edgewater Drive, #35
Vice President/Director	Coral Gables, Florida 33133

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Angelica Stabile
35 Edgewater Drive, #35
Coral Gables, Florida 33133

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


Incorporator

FILED
97 MAR 10 AM 8:47
TALLAHASSEE, FLORIDA

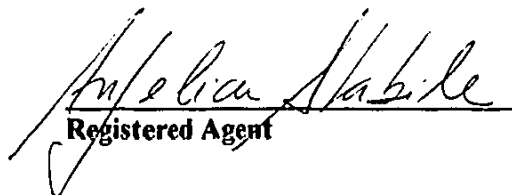
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED

WITNESSETH:

That KEY INTERNATIONAL SALES, INC., desiring to organize under the laws of the state of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed Angelica Stabile of 35 Edgewater Drive, #35, Coral Gables, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named by the first Board of Directors of KEY INTERNATIONAL SALES, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this seventh day of March 1997.


Registered Agent