



THE UNITED STATES
CORPORATION
COMPANY

P97000025063

ACCOUNT NO. : 072100000032

REFERENCE : 299189 4303929

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 122.50

ORDER DATE : March 19, 1997

ORDER TIME : 11:44 AM

ORDER NO. : 299189-005

CUSTOMER NO: 4303929

000002112140-4

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: ASP INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 MAR 19 AM 10:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 MAR 19 PM 12:15
DIVISION OF CORPORATION

O.R. MAR 20 1997

ARTICLES OF INCORPORATION

OF

ASP INTERNATIONAL, INC.

FILED
97 MAR 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ASP INTERNATIONAL, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Guillermo Rotman, 6588 Serena Lane, Boca Raton, Florida 33433.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
25,000,000	\$.001	common
1,000,000	\$.001	preferred

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Jose Antonio Lizarraga
428 Plaza Real, #420 - Mizner Park
Boca Raton, Florida 33432

Horacio A. Agostinelli, Jr.
2148 N.W. 8th Street
Boca Raton, Florida 33486

Guillermo Rotman
6588 Serena Lane
Boca Raton, Florida 33433

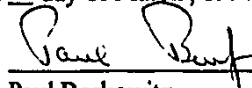
ARTICLE VII

The name of the Incorporator is Paul Berkowitz and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of March, 1997.



Paul Berkowitz
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ASP INTERNATIONAL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: Patricia Pizzuto
Patricia Pizzuto, Registered Agent

DATED: March 19 1997.

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TALLAHASSEE, FLORIDA