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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: USA MARIS, INC.

AUDIT NUMBER.....H97000005566

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DIVISION OF CORPORATION

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(4)

ARTICLES OF INCORPORATION
OF

USA MARIS, INC.

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:

USA MARIS, INC.

The principal place of business of this corporation shall be:

2801 PONCE DE LEON BLVD., STE. 1000
CORAL GABLES, FL 33134

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:

7500 COMMON SHARES AT \$1

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):

WELOMAR SANTOS
2801 PONCE DE LEON BLVD., STE. 1000
CORAL GABLES, FL 33134

Prepared by:
Jose A. Riesco, CPA
2801 Ponce de Leon Blvd.
Suite 1000
Coral Gables, FL 33134
(305) 445 0777

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ARTICLE VI INCORPORATOR(S)

the name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is(are):

WELOMAR SANTOS
2801 PONCE DE LEON BLVD., STE. 1000
CORAL GABLES, FL 33134

WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these articles of incorporation this 20 day of JANUARY, 19 97.

Signature(s) of incorporator(s)



STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 0 day of JANUARY, 19 97 by WELOMAR SANTOS name of incorporator(s))

f USA MARIS, INC.
(name of corporation)

Notary Public

My Commission Expires:

(SEAL)

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

USA MARIS, INC.

2. The name and address of the registered agent and office is:

WELOMAR SANTOS

2801 PONCE DE LEON BLVD., STE. 1000
(P.O. BOX NOT ACCEPTABLE)

CORAL GABLES, FL 33134
(CITY/STATE/ZIP)

SIGNATURE _____
(Corporate Officer)

TITLE PRESIDENT

DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *W. Claway*
(Registered Agent)

DATE _____

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