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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: UNITED SYSTEM INTERNATIONAL CORP.

AUDIT NUMBER.....H97000006038

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

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ARTICLE OF INCORPORATION

OF

UNITED SYSTEM INTERNATIONAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME: The name of this corporation is:
UNITED SYSTEM INTERNATIONAL CORP.

ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to transport merchandise to Brasil and other South American Countries.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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PREPARED BY:
SCS INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
306-358-2571

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(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CURT SAUER	PRESIDENT TREASURER SECRETARY	7315 CARLYLE AVE SUITE #5 MIAMI FLORIDA 33141

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

CURT SAUER	7315 CARLYLE AVE SUITE #5 MIAMI FLORIDA 33141	1000 shares at \$1.00 Par.
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ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 7315 CARLYLE AVE SUITE #5 MIAMI FLORIDA 33141. and the name of the initial registered agent of this corporation is LORENA SOLSOL. The registered office address and the corporate office mailing address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

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ARTICLE XI

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

ARTICLE XIV

STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

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IN WITNESS WHEREOF, we have hereunto set our
hands and seals and caused to be filed in the office of the
Secretary of State, these Articles of Incorporation.

Curt Sauver (SEAL)
CURT SAUER

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ACCEPTANCE OF REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 PROVISION OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE: _____

REGISTERED AGENT

DATE: _____

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STATE OF FLORIDA

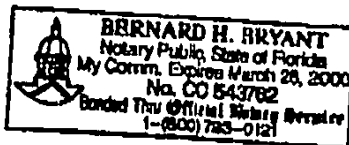
COUNTY OF DADE

BEFORE ME, the undersigned authority,
personally appeared CURT SAUER who acknowledged before me that he
signed the foregoing Articles of Incorporation that he signed for
the purposes therein expressed, freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade
County, Florida, on this 14 day of APRIL, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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