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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: NICKY INTERNATIONAL, CORP.

AUDIT NUMBER.....H97000006738

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECOND DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION**
OF

NICKY INTERNATIONAL, 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: NICKY INTERNATIONAL, CORP.

The principal place of business of this corporation shall be:

1805 West Flagler St., Suite #308 Miami, FL 33135

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 value that this corporation is authorized to have outstanding at any one time is:

600 shares \$ 1.00 par value

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):

President: Luisa Castillo

59% of the shares

Treasurer: Ricardo Guerrero

Ramon Granado

1% of the shares

Alberto Guerrero

Ave. Libertador, Residencial El Parque

Torre A, Apto. 2C, La Victoria, Estado Aragua Venezuela

Ave. Libertador Residencial El Parque Torre B, Apto 8-A

La Victoria, Estado Aragua, Venezuela.

1880 West Flagler St. Miami, FL 33135

140 Mc Connell dr. Gainesville, G.A. 30501

Prepared by: Hispan-American Services, Inc.

1880 W. Flagler St.

Miami, FL 33135

(305) 649-9782

ARTICLE VI INCORPORATOR(S)

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

LUISA CASTILLO
AVE. LIBERTADOR, RESIDENCIAL EL PARQUE,
TORRE A, APTO. 2C, LA VICTORIA,
ESTADO ARAGUA, VENEZUELA.

RAMON GRANADOS
1880 W. FLAGLER ST,
MIAMI, FL. 33135

RICARDO GUERRERO
AVE. LIBERTADOR,
RESIDENCIAL EL PARQUE,
TORRE B, APTO. 8-A, LA
VICTORIA, ESTADO ARAGUA,
VENEZUELA.

ALBERTO GUERRERO
140 Mc CONNELL Dr.
GAINSVILLE, G.A. 30501.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have)
executed these Articles of Incorporation this 18
day of APRIL, 1997.

Luisa Castillo
Ramon
Ramon

Signature(s) of Incorporator(s)

[Signature]

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NICKY INTERNATIONAL CORP.

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

RAMON GRANADOS

(P.O. BOX NOT ACCEPTABLE)

1805 WEST FLAGLER ST, SUITE #308 Miami, FL 33135

(CITY/STATE/ZIP) MIAMI, FL. 33135

SIGNATURE *Luisa Costello*

TITLE PRESIDENT

DATE 04-18-97

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 THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *[Signature]*

DATE 04-18-97

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