

ARTICLES OF INCORPORATION
FOR
MISUSA CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIRST: The corporate name shall be MISUSA CORP.

SECOND: The address of the principal office and the mailing address of the corporation shall be:

444 Brickell Avenue
Suite 51-246
Miami, Florida 33131

THIRD: The number of shares the corporation is authorized to issue shall be Ten Million (10,000,000) shares with a par value of One Dollar (\$1.00) each.

FOURTH: (a) The shares are to be divided into classes, and the designation of each class is:

Preferred Non-Voting Stock	5,000,000	Class "A"
Common Non-Voting Stock	4,000,000	Class "B"
Common Voting Stock	1,000,000	Class "C"

(b) The statement of the preferences, limitations and relative rights in respect of the shares of each class is to be specified by directors upon their designation and authorization.

FIFTH: (a) The corporation may issue the preferred shares in various series each in a minimum size of 10,000 shares (the general designation of all series of which shall be Class "A").

(b) The corporation may issue the common non-voting stock in various series each in a minimum size of 10,000 shares (the general designation of all series of which shall be Class "B").

(c) The Board of Directors shall have full and unfettered authority to establish series for the Class "A" and Class "B" stock and to fix and determine the variations in the relative rights and preferences between, among or within any series.

SIXTH: This corporation shall have perpetual existence.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are to be provided by the Corporate Bylaws, which may be amended by either the Shareholders or the Board of Directors.

EIGHTH: The street address of the registered office of the corporation is c/o IBC FIDUCIARY INC: 100 SE 2nd Street, Suite 2315-A, Miami, Florida 33131, and the name of its registered agent at such address is IBC FIDUCIARY INC.

NINTH: One Director shall originally constitute the Board of Directors and the name and address of the individual who shall serve as the initial director until the annual meeting of the shareholders or until his successor is elected and shall qualify are:

Okan Misirli
444 Brickell Avenue
Suite 51-246
Miami, Florida 33131

TENTH: The original officers of this corporation shall be:

President: Okan MISIRLI
Secretary: Jean HENLEY

ELEVENTH: The name and address of the incorporator is:

Elena Carbayo 100 SE 2nd Street, Suite 2315-A
Miami, Florida 33131

TWELFTH: This corporation shall be permitted to undertake all valid and legal business purposes as recognized in the State of Florida.

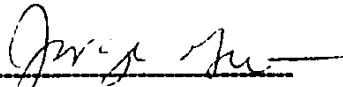
The undersigned has executed these Articles of Incorporation on this 2nd day of May, 1997.


Elena Carbayo, Incorporator

Acceptance by the registered agent as required in Section 607.0501ES: IBC FIDUCIARY INC. which is familiar with and accepts the obligations provided for in the Florida Statutes.

Dated: May 2, 1997

IBC FIDUCIARY INC.

By: 
Jorge Gurian
Vice President