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FAX #: (904) 922-4001

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AUDIT NUMBER.....H97000007653

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

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PAGES 8

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ARTICLES OF INCORPORATION OF
"ODESSY INTERNATIONAL, INC."

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of this corporation shall be: "ODESSY INTERNATIONAL, INC."

ARTICLE II
DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III
PURPOSE AND POWER

The Corporation is organized for the purpose of engaging in lawful business permitted to a corporation organized under Florida General Corporation law, Chapter 607, Florida Statutes.

PREPARED BY: LINDA S. WEITZMAN, ESQUIRE
1999 S.W. 27th Avenue
Miami, FL 33145
(305) 860-9939
Florida Bar No. 449865

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ARTICLES IV
CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of Five Hundred (500) shares of common stock with par value of one (1.00) dollar per share, payable in lawful money of United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or property solely out of the unreserved and unrestricted surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation, solely out of unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V
SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of capital stock of the Corporation are not to be divided into classes.

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ARTICLE VI
SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock to the Corporation are not to be issued in series.

ARTICLE VII
VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Each shareholder shall have pre-emptive 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 rights to purchase his pro rata share at the price at which it is offered to others.

ARTICLE IX
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 6619 South Dixie Highway, Suite 140, Miami, Florida 33143. The street address of the initial registered office at this Corporation is 1999 S.W.

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27th Avenue, Miami, FL 33145, and the name of the initial registered Agent of this Corporation is Linda S. Weitzman, Esquire.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have two(2) Directors initially. The number of Directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the By-laws or the Shareholders. The name and address of the initial Directors of this Corporation are:

JOSE ANTONIO TORRES	6619 S.Dixie Highway, Suite 140 Miami, FL 33143
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JOSEPH ALLOCCO	6619 S. Dixie Highway, Suite 140 Miami, FL 33143
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ARTICLE XI

The names and addresses of the Officers of the Corporation, who subject to the provisions of this Certificate of Incorporation and Bylaws, and the General Corporation Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

JOSEPH ALLOCCO	6619 S. Dixie Highway, Suite 140
<u>PRESIDENT</u>	Miami, FL 33143

JOSE ANTONIO TORRES	6619 S. Dixie Highway, Suite 140
<u>VICE PRESIDENT. TREASURER</u>	Miami, FL 33143

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CEASER MARTINEZ 6619 S. Dixie Highway, Suite 140
VICE PRESIDENT, ASSISTANT Miami, FL 33143
SECRETARY, ASSISTANT TREASURER

RODRIGO URIBE 6619 S. Dixie Highway, Suite 140
SECRETARY Miami, FL 33143

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of the Corporation
is:

JOSE ANTONIO TORRES
6619 SOUTH DIXIE HIGHWAY
SUITE 140
MIAMI, FL 33186

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or
employee of the Corporation, or any former officer, director or
employee of the Corporation, to the full extent permitted by and as
set forth in the Florida General Corporation Law.

ARTICLE XIV
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves
the right in accordance with the Florida General Corporation Law,
to amend, alter, modify or repeal any provision or provisions
contained in these Articles of Incorporation, or any amendment

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hereto, and any right conferred upon the Shareholders to this reservation.

ARTICLE XV
MEETINGS

Meeting of the Incorporator(s), the Shareholders and the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

IN WITNESS WHEREOF, the above named Incorporator executed these Articles of Incorporation this 7th day of May, 1997.

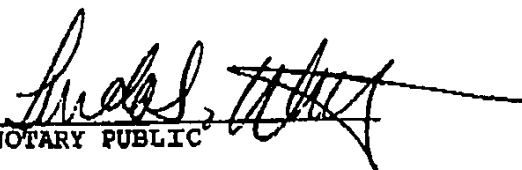

JOSE ANTONIO TORRES

STATE OF FLORIDA)
COUNTY OF DADE)

On this 7th day May, 1997, before me, the undersigned authority, personally appeared JOSE ANTONIO TORRES, known to me to be the person whose name is subscribed to the within statement, and acknowledged that he executed the same for the purposes therein contained.

PREPARED BY:

Linda S. Weitzman, Esquire
1999 S.W. 27th Avenue
Miami, FL 33145
(305) 860-9939
Florida Bar No. 449865


NOTARY PUBLIC

My Commission Expires:



LINDA S. WEITZMAN
My Commission 00804047
Expires Nov. 22, 1998

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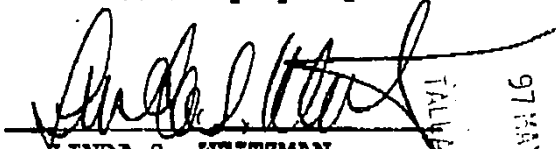
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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTION 48.091 AND 607.034, FLORIDA
STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED:

That TRADING VENTURES, INC.: desiring to organize or qualify under
the Laws of the State of Florida, with its principal office a 6619
South Dixie Highway, Suite 140, Miami, Florida 33143, and its
Registered Agent, LINDA S. WEITZMAN, ESQUIRE, located at 1999 S.W.
27th Avenue, Miami, Florida 33145, shall accept Service of Process
within Florida at said designated registered office.

Having been named to accept Service of Process for the above
Corporation, at the place designated in its 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 performance
of my duties.


LINDA S. WEITZMAN
as REGISTERED AGENT

FILED
97 MAY -9 AM 8:54
TALLAHASSEE, FLORIDA

5/7/97
DATE: