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FILED

97 MAY 27 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 16, 1997

Secretary of State
PO Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

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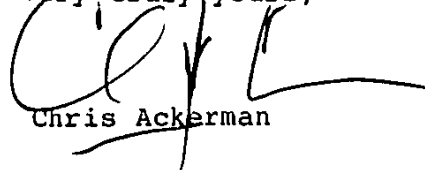
RE: Incorporation Documents

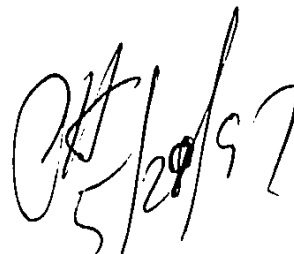
Dear Sir or Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Ackerman & Associates, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 1421 , in the amount of \$122.50 representing the fee for filings is enclosed.

Very truly yours,


Chris Ackerman



ARTICLES OF INCORPORATION

OF

ACKERMAN & ASSOCIATES, INC.

FILED

97 MAY 27 AM 10:00

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
ACKERMAN & ASSOCIATES, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100 shares with \$1.00 par value.

ARTICLE V. 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 holders of the outstanding common shares.

ARTICLE VI. 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 8644 Eagle Run Drive, #20, Boca Raton, FL 33434 and the name of the initial registered agent of this corporation at that address is Chris Ackerman. The address of the Corporation and the registered agent are the same.

ARTICLE VII. Initial Board of Directors. The corporation shall have one (1) Director initially. the number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. the name and address of the initial Director of this corporation is:

Chris Ackerman
8644 Eagle Run Drive, #20
Boca Raton, FL 33434

ARTICLE IX. Officers. The initial officer of the corporation will be:

Chris Ackerman, President

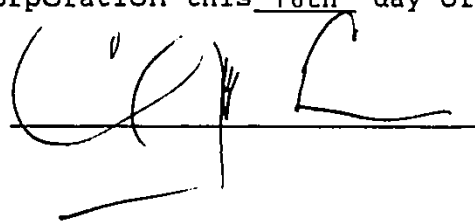
ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Chris Ackerman
8644 Eagle Run Drive, #20
Boca Raton, FL 33434

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 16th day of
May, 1997.



STATE OF FLORIDA

COUNTY OF Broward

BEFORE ME, the undersigned authority, personally
appeared Chris Ackerman, known to be and known by me
to be the person who executed the foregoing Articles of
Incorporation and he acknowledged before me that he executed
the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 16th, day
of May, 1997.



NOTARY PUBLIC



ROBERT BARRA
My Commission CC382038
Expires Apr. 07, 1998
Bonded by HAI
800-422-1555

My commission Expires: _____

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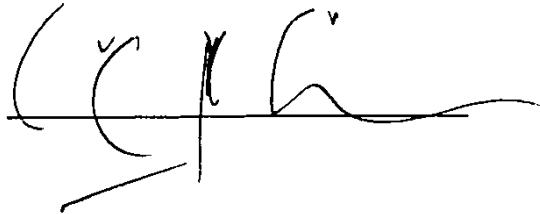
97 MAY 27 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Chris Ackerman, do hereby consent to serve as
registered agent for the corporation, Ackerman & Associates,
Inc. this 16th day of May, 1997.



Address of registered agent:

8644 Eagle Run Drive, #20
Boca Raton, FL 33434

The address of the corporation and the registered agent are
the same.

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WHISENAND & TURNER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 1800
701 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TEL (305) 375-8484
FAX (305) 374-2919

INT'L TELEX 441207
wtlaw@worldnet.att.net

May 23, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002192062--2
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Re: Articles of Incorporation
Zumex of America, Inc.

Dear Sir/Madam:

Please find enclosed a check payable to the Secretary of State in the amount of \$122.50 to file the enclosed Articles of Incorporation and Designation of Registered Agent for Zumex of America, Inc. Would you please forward a certified copy of the Articles of Incorporation to our office.

If you have any questions please don't hesitate to call.

Sincerely,



Jonathan Louis
Legal Assistant

2/jli/zumex.art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/29/97

ARTICLES OF INCORPORATION
OF
ZUMEX OF AMERICA, INC.

FILED
SECRETARY OF STATE
FLORIDA
JAN 11 1977

ARTICLE I - Name

The name of the corporation is Zumex of America, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III - Capital Stock

The par value thereof and the characteristics of such stock shall be as follows:

- (a) Number of shares authorized is 1,000.
- (b) Par value per share is .01.
- (c) Class of stock is common.

ARTICLE IV - Initial Registered
Office and Agent

The Corporation's principal and mailing address in the State of Florida, County of Dade, is 701 Brickell Avenue, Suite 1800, Miami, Florida 33131. The Corporation's Registered Agent is National Registered Agents, Inc. and its address is 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

ARTICLE V - Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting in the initial Board of Directors is one, and the name and address of such member of the Board of Directors, who is to serve as the corporation's director until her successors are duly elected and qualified, is Esperanza Pretus. Her address is Suite 1800, 701 Brickell Avenue, Miami, Florida 33131.

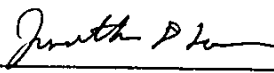
ARTICLE VI - Incorporators

The name of the incorporator is Jonathan Louis, and the address of the incorporator is c/o Whisenand & Turner, P.A., 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by Florida law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purposes of forming a corporation, pursuant to the Florida General Corporation Act with the State of Florida, has signed these Articles of Incorporation this 23 day of May, 1997.



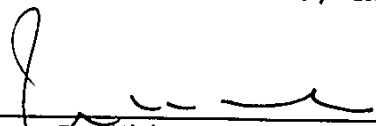
Jonathan Louis
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named the registered agent of Zumex of America, Inc. hereby accepts the obligations and accepts the obligation as provided in the Florida General Corporation Act.

Dated this 23rd day of May, 1997.

NATIONAL REGISTERED AGENTS, INC.

By: 

James D. Whisenand