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6/04/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: REAL INTERNATIONAL TRADER, INC.

AUDIT NUMBER.....H9700009201

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REAL INTERNATIONAL TRADER, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:
REAL INTERNATIONAL TRADER, INC.
The principal place of business of this corporation shall be:
7291 NW 12 ST MIAMI, FLORIDA 33126

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities of 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 Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any who shall hold office their first year of the corporation's existence or until their successor is elected, is:

FRANK SALAS GADELHA
7291 NW 12 ST
MIAMI FL 33126

Prepared by: Latin American 2000
1165 West 49th St. #208
Hialeah, FL 33012
(305) 826-6518

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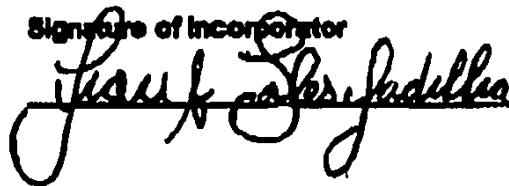
ARTICLE VI INCORPORATOR

The name and street address of the Incorporator to this articles of Incorporation is:

**FRANK SALAS GADELHA
7291 NW 12 ST
MIAMI FL 33126**

**IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this 4TH day of JUNE 1997.**

Signature of Incorporator

A handwritten signature in black ink, appearing to read "Frank Salas Gadelha", written over a horizontal line.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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
REAL INTERNATIONAL TRADER, INC.
7201 NW 12 ST
MIAMI FL 33120
2. The name and address of the registered agent and office is:
FRANK SALAS GADELHA
7201 NW 12 ST
MIAMI FL 33120

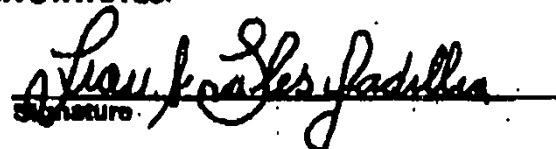

Signature

Title: PRESIDENT

Date: JUNE 4, 1997

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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

Date: JUNE 4, 1997