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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-Y CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: ESPINOZA INTERNATIONAL, CORP.
AUDIT NUMBER.....H97000012018
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: ESPINOZA INTERNATIONAL, CORP.
REF: W97000017021

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please type the registered agent's name on the registered agent form.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 497-6023.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: E97000012018
Letter Number: 797A00037397

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ARTICLES OF INCORPORATION
OF

ESPINOZA 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:

ESPINOZA INTERNATIONAL, CORP.

The principal place of business of this corporation shall be:

1111 COLOMBUS STREET
JACKSONVILLE, FLORIDA 32207

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:

FIVE HUNDRED(500) AT \$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):

RAFAEL ESPINOZA
BAVARIA S.A. CALLE 29 # 6-58
BOGOTA, COLOMBIA

NOHORA N. RODRIGUEZ
8343 HOGAN RD. APT. 137
JACKSONVILLE, FL. 32216

Prepared by: Hispan-American Services, INC.

1880 W Flagler Street
Miami, FL 33135 PH. (305) 649-9782 H97000012018

H97000012018

ARTICLE VI INCORPORATOR(S)

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

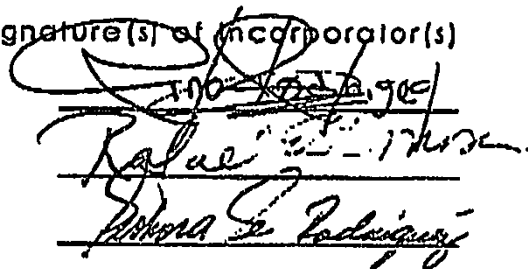
RAFAEL ESPINOZA
BAVARIA S.A CALLE 29 #6-58
BOGOTA , COLOMBIA

PABLO C. RODRIGUEZ
CARRERA 64B # 67B 46
VILLA DEL RIO A. AEREO 9700,
BOGOTA, COLOMBIA.

NOHORA N. RODRIGUEZ
8343 HOGAN RD. APT.#137
JACKSONVILLE, FL 33316

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have)
executed these Articles of Incorporation this 09
day of JULY, 1997.

Signature(s) of incorporator(s)


The block contains three handwritten signatures. The first signature is 'Rafael Espinoza' with a date '1-10-1997' written above it. The second signature is 'Pablo C. Rodriguez'. The third signature is 'Nohora N. Rodriguez'.

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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:

ESPINOZA INTERNATIONAL, CORP.

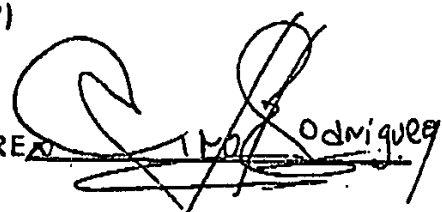
2. The name and address of the registered agent and office is:

Nohora N. Rodriguez
1111 COLOMBUS STREET

(P.O. BOX NOT ACCEPTABLE)

JACKSONVILLE, FLORIDA 32207

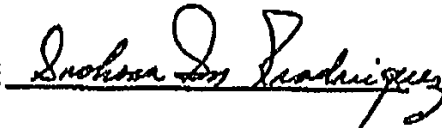
(CITY/STATE/ZIP)

SIGNATURE 

TITLE PRESIDENT

DATE 07/09/97

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 

DATE 07/09/97

H97000012018