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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 AM 9:14

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

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-07/28/97--01110--015
*****78.75 *****78.75

Show Up In Miami Corp.

SUBJECT: _____
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check of \$ 78.75 for filing fee and certificate.

FROM: Martti Kalkas

Name
15419 SW 54th Street

Address
Miami, FL 33185

City, State, Zip
(305) 577-9716

Area Code and Phone Number (Daytime)

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D. BROWN JUL 30 1997

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ARTICLES OF INCORPORATION OF

SHOW UP IN MIAMI CORP.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Show Up In Miami Corp.

with the principal place of business located at:

121 SE 1st Street, Suite 614
Miami, Florida 33131

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

121 SE 1st Street, Suite 614
Miami, Florida 33131

The name of the Initial Registered Agent of this corporation is:

Jussara Quinan

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Jussara Quinan, President and Secretary
121 SE 1st Street, Suite 614
Miami, Florida 33131

ARTICLE VI - INCORPORATORS

The name of and address of the persons signing this article is:

Jussara Quinan
121 SE 1st Street, Suite 614
Miami, Florida 33131

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE IF - BY-LAWS

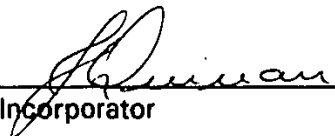
The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHAREHOLDERS

Affirmative vote of a majority of the shareholders of this corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The corporation will initially issue one hundred (100) shares. The names and addresses of each shareholder to the articles of incorporation are as follows:

Jussara Quinan 100 shares
121 SE 1st Street, Suite 614
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 23 day of July, 1997.



Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That the Show Up In Miami Corp. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Jussara Quinan
121 SE 1st Street, Suite 614
Miami, Florida 33131

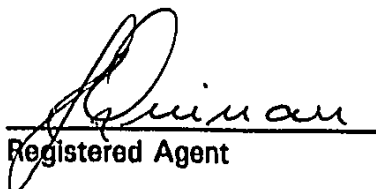
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

Show Up In Miami Corp.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 23 day of July, 1997.



Registered Agent