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((H97000012904 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AMERICAN SYSE, INC.
AUDIT NUMBER.....H97000012904
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

2/2/97

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ARTICLES OF INCORPORATION OF
AMERICAN SYSE, INC.

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ARTICLE I NAME

The name of this corporation is AMERICAN SYSE, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

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 of \$400.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 5162 N.E. 6th Avenue No. 317, Ft. Lauderdale, Broward County, Florida 33334. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

PREPARED BY: SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Italo G. Benavides President, Secretary	5162 N.E. 6th Avenue No. 317 Ft. Lauderdale, FL 33334

ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Creative Chile LTDA	Marin 0266 Santiago, Chile	100%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.


ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 5162 N.E. 6th Avenue No. 317, Ft. Lauderdale, FL. 33334 and the name of the initial registered agent of this corporation at that address is Italo G. Benavides.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 6th day of August, 1997.



Italo G. Benavides
General Manager
Creative Chile, LTDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

1. AMERICAN SYSE, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation at the City of Ft. Lauderdale, State of
Florida, has named Italo G. Benavides, located at 5162 N.E. 6th
Avenue No. 317, City of Ft. Lauderdale, County of Broward, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Italo G. Benavides

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8/06/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000012892 0)))

TO: DIVISION OF CORPORATIONS FAX #: (850) 322-4801
FROM: FAS-T CORP. AGENTS, INC. EFFECTIVE DATE
CONTACT: LIDIA FERNANDEZ 8-1-97
PHONE: (305) 599-0639 ACCT#: 071001002335
FAX #: (305) 716-0346

NAME: SHERIE RUBENSTEIN, P.A.
AUDIT NUMBER.....H97000012892
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES.....5
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75
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8/7/97

EFFECTIVE DATE
8-1-97

ARTICLES OF INCORPORATION
OF
SHERRIE RUBENSTEIN, P. A.

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I, SHERRIE RUBENSTEIN, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the 1 day of AUGUST, 1997. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

SHERRIE RUBENSTEIN, P. A.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

REAL ESTATE SALES AND RENTALS

and do any and all things and matters necessary and appertaining thereto and further enabling this Corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or

Prepared by Carol Serchay, Accountant
5310 N. W. 33 Avenue
Suite 110
Fort Lauderdale, Florida 33309
954-484-3900

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authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law, capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon the corporation generally by the laws of the State of Florida.

ARTICLE III

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

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

10951 N W 3rd COURT
CORAL SPRINGS, FLORIDA 33071

with the privilege of having its office and branch offices at

other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
SHERRIE RUBENSTEIN	10951 N W 3rd COURT CORAL SPRINGS, FLORIDA 33071

ARTICLE VIII

The name and addresses of the person signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
SHERRIE RUBENSTEIN	10951 N W 3rd COURT CORAL SPRINGS, FL 33071	1,000

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the

stock entitled to vote thereon.

ARTICLE X


The address of the registered office of this Corporation shall be:

5310 N. W. 33rd AVE., #110
FORT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN SERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set forth my hand and seal at Fort Lauderdale, Broward County, Florida, this 5 day of August, 1997.


SHERRIE RUBENSTEIN (SEAL)

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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally
appeared SHERRIE RUBENSTEIN, well known to me to
be the individual described in and who executed the foregoing
Certificate of Incorporation, and acknowledged before me that
she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at Broward County, Florida, this 5 day of
August, 1997.



CAROL SERCHAY
COMMISSION # CC 850012
EXPIRES APR 24 2000
BONDED THRU
ATLANTIC BONDING CO INC

Carol Serchay
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the Above-
stated Corporation at the place designated in these Articles,
I hereby accept to act in this capacity, and agree to comply
with the provisions of all applicable statutes relative to
keeping open such office.

Allan Serchay
REGISTERED AGENT
ALLAN SERCHAY

c: \pw\corpfile\srpa

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