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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: UNITED CITIES OF THE WORLD, INC.
AUDIT NUMBER.....H97000013641
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

EMPIRE

SUBJECT: UNITED CITIES OF THE WORLD, INC.
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If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
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FAX Aud. #: B97000013641
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CERTIFICATE OF INCORPORATION
OF
UNITED CITIES OF THE WORLD, INC.

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97 AUG 20 PM 4:00
TALLAHASSEE, FLORIDA

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is United Cities Of The World, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debtment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Prepared by:
Carlos Solano
1235 Alton Rd.
Miami, Beach, FL 33139
(205) 674-1681

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$10.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business and deposit into a bank account is \$ 1,000.00 (One Thousand 0/100).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 825 Brickell Bay Dr. Suite 542. Miami, Fl. 33131. The board of directors may from time to time move the principal office to any other office in Florida.

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ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Jose Carlos Cardoso	President
825 Brickell Bay Dr. Suite 542, Miami Fl. 33131.	

Romulo S. Resende	Secretary
825 Brickell Bay Dr. Suite 542, Miami Fl. 33131	

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 825 Brickell Bay Dr. Suite 542. Miami, Fl. 33131, and the registered agent being Jose Carlos Cardoso.

ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board

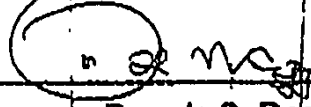
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stockholders meeting by a majority of the stock entitled to vote thereon.



Jose Carlos Cardoso
President



Romulo S. Resende
Secretary



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


In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, United Cities Of The World Inc. desiring to organize or
qualify under the laws of the State of Florida with its principle office, as
indicated in the articles of Incorporation at city of Miami, county of
Dade, and state of Florida has hereby named Jose Carlos Cardoso of
825 Brickell Bay Dr. Suite 542, Miami, Fl. 33131, as its agent to
accept services 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 agree to act in this capacity, and I further agree to comply
with the provision of said act relative to keeping open said office.


Jose Carlos Cardoso
Register Agent.

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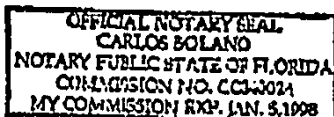
STATE OF FLORIDA
COUNTY OF DADE) SS

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Jose Carlos Cardoso and Romulo S. Resende of United Cities Of The World, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 12th day of the month of August, 1997.


NOTARY PUBLIC SEAL



MY COMMISSION EXPIRES:

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