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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GENCO INTERNATIONAL, INC,
AUDIT NUMBER.....H97000013760
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF

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GENCO INTERNATIONAL, INC.

Article I - Name

The name of this corporation is Genco International, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the registered office of this Corporation is 901 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is ANDRES J. IRIONDO.

Article VI - Initial Board of Directors

This Corporation shall have three (3) 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 name and address of the initial directors of the Corporation are:

Name

Address

Juan Mini

881 Ocean Dr., #13H
Key Biscayne, FL 33149

Jorge Mini

881 Ocean Dr., #13H
Key Biscayne, FL 33149

Ayleen Mini

881 Ocean Dr., #13H
Key Biscayne, FL 33149

Prepared by:
Andres J. Iriondo, CPA
901 Ponce De Leon Blvd., #501
Coral Gables, FL 33134
Phone: (305)445-0611

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Article VII - Incorporator

The name and address of the person signing these Articles is:

Andres J. Iriondo
901 Ponce de Leon Blvd.
Suite 501
Coral Gables, Florida 33134

Article VIII - Initial Officers

The initial officers of the Corporation are as follows:

Juan Mini	- President
Jorge Mini	- Vice President
Ayleen Mini	- Secretary, Treasurer

Article IX - Initial Place of Business

The initial place of business of the Corporation is 901 Ponce de Leon Blvd., Suite 501, Coral Gables, Florida 33134.

Article X - By-Laws

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

Article XI - Amendments to Articles

These Articles of Incorporation may be amended by the act of the Director of the Corporation. Such amendments may be proposed and adopted in a manner provided by the By-Laws of the Corporation.

Article XII - Commencement

The existence of this Corporation shall commence on the 20th day of August, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of August, 1997.


ANDRES J. IRIONDO

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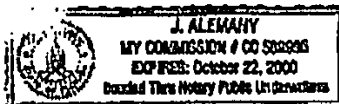
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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who executed the foregoing Articles of Incorporation or who produced N.A. as identification.

SWORN TO AND SUBSCRIBED before me this 20th day of August, 1997

Notary Public, State of Florida at Large
My commission expires:



ACCEPTANCE OF RESIDENT AGENT

I, ANDRES J. IRIONDO, hereby accept the foregoing Designation of Resident Agent, this 20th day of August, 1997

Andres J. Iriondo

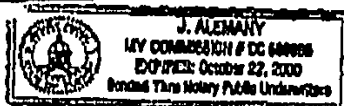
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who subscribed to the foregoing Acceptance of Resident Agent, or who produced N.A. as identification.

SWORN TO AND SUBSCRIBED before me this 20th day of August, 1997.

Notary Public, State of Florida at Large

My commission expires:



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NOTARIES PUBLIC, FLORIDA