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SIDNEY EFRONSON
ATTORNEY-ABOGADO

SIDNEY EFRONSON
SARINO R. (RUSS) COSTANZO*
LEONARD H. WEINSTEIN
*ADMITTED TO FL. N.Y. & D.C. BARS

SUITE 100
2250 SOUTHWEST 3RD AVENUE
(CORAL WAY)
MIAMI, FLORIDA 33129

TELEPHONE (305) 856-7844
TELEFAX (305) 856-7905

August 22, 1997

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

Re: Filing Articles of Incorporation of
Integral Purchase Services, Corp.

500002275455--5
-08/25/97-01019-019
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find three executed copies of the Articles of Incorporation on the above named corporation. Also enclosed please find a check in the amount of \$122.50 representing your payment for the filing of same.

Very truly yours,


SARINO R. COSTANZO, ESQ.

/lb.

Enc.: 4

FILED
97 AUG 25 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q 8/27/97

**ARTICLES OF INCORPORATION
OF
INTEGRAL PURCHASE SERVICES, CORP.**

The undersigned hereby executes these Articles for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE ONE

This corporation is organized and incorporated under Section 607, F.S.A.

ARTICLE TWO

The name of this corporation is:

INTEGRAL PURCHASE SERVICES, CORP.

The mailing address of this corporation is:

1110 Brickell Avenue
Suite 405
Miami, FL 33131

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TALLAHASSEE, FLORIDA

ARTICLE THREE

This corporation shall commence its existence on filing, and its existence shall be perpetual.

ARTICLE FOUR

This corporation is organized for the following purposes:

1) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into, the United States, and from all countries foreign thereto, and for exportation from, and importation into any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise to domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

2) To conduct any lawful business permitted to be carried on in the State of Florida, or as a Florida corporation for profit.

ARTICLE FIVE

The maximum number of shares of common stock with \$10 par value that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares.

The amounts and descriptions of other than no par value common voting stock which this corporation is authorized to have outstanding are none.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator or by the directors at a meeting called for by the incorporator or by the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt, from assessment.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporation or going business may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of such amount of the capital stock as the directors may decide.

ARTICLE SIX

The address of the initial registered office of this corporation is:

11352 N.W. 42nd Terrace
Miami, FL 33178

and the name of the initial registered agent of this corporation at that address is:

Alvaro de Castro

The board of directors may in its discretion change the location of the registered office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this Certificate.

ARTICLE SEVEN

The number of directors of this corporation shall not be less than two (2). The number of directors may be increased from time to time by the by-laws. The name and address of their initial officers and directors of this corporation are:

ALVARO de CASTRO
President and Secretary
11352 N.W. 42nd Terrace
Miami, FL 33178

SALVADOR J. ROSALES
Vice President and Treasurer
11352 N.W. 42nd Terrace
Miami, FL 33178

ARTICLE EIGHT

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

SARINO R. COSTANZO

ARTICLE NINE

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

ARTICLE TEN

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

ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 22nd day of August, 1997.


SARINO R. COSTANZO

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

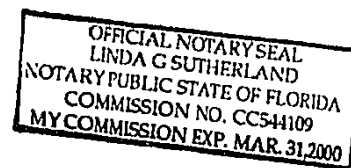
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALVARO DE CASTRO, ** said affiant personally known to me, or who produced identification, Driver's License, and known to be the individual who executed the foregoing Articles of Incorporation, acknowledged before me that he executed the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official seal, in the State and County aforesaid, this 22nd day of August, 1997.

** and SARINO R. COSTANZO

Linda M. Sutherland
NOTARY PUBLIC

My commission expires:



Having been named Resident Agent of the above Corporation, I hereby accept this position.

[Signature]

ALVARO DE CASTRO, Resident Agent

Fla. Driver License #D223-000-66-407-0

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