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TO: DIVISION OF CORPORATIONS

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NAME: INTERNATIONAL TECHNOLOGIES DISTRIBUTORS, COR  
AUDIT NUMBER.....H97000014295  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION OF  
INTERNATIONAL TECHNOLOGIES DISTRIBUTORS, CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is INTERNATIONAL TECHNOLOGIES  
DISTRIBUTORS, CORP.

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 \$1.00 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 2854 N.W. 72nd  
Avenue, Miami, Dade County, Florida 33122. 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.

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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
Rafael Cuarezma President, Secretary	2854 N.W. 72nd Avenue Miami, FL 33122

#### ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
Rafael Cuarezma	2854 N.W. 72nd Avenue Miami, FL 33122

#### 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.

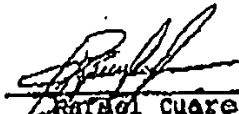
#### ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 2854 N.W. 72nd Avenue, Miami, FL. 33122 and the name of the initial registered agent of this corporation at that address is Rafael Cuarezma.

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IN WITNESS WHEREOF, the undersigned being the original incorporator 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 hereunto set our hands and seals this 28th day of August, 1997.

  
Rafael Cuarezma  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

INTERNATIONAL TECHNOLOGIES DISTRIBUTORS, CORP., 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 Miami, State of Florida, has named Rafael Cuarezma, located at  
2854 N.W. 72nd Avenue, City of Miami, County of Dade, 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.

  
\_\_\_\_\_  
Rafael Cuarezma

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