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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BYTE ON U.S.A. CORPORATION

AUDIT NUMBER.....H97000014325

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
BYTE ON U.S.A. CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be:

Byte On U.S.A. Corporation

ARTICLE II -- DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III -- PRINCIPAL OFFICE

The principal place of business and mailing address:

3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE IV -- CAPITAL STOCK

The corporation is authorized to issue ten thousand (10,000) shares of common stock, each at One Dollar and No/100 (\$1.00) par value.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145

This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
Phone No. 305-444-2086
FBN: 871605

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Articles of Incorporation
Byte On U.S.A. Corporation
Page 2

ARTICLE VI -- 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 by the by-laws but shall never be less than one(1). The name and address of the initial director of this corporation is:

Name:

Address:

Beatriz Faraldo

3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE VII -- OFFICERS

The initial corporate officers shall be:

Name:

Address:

Beatriz Faraldo

President

3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE VIII -- INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145

This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
Phone No. 305-444-2086
FBN: 871605

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Articles of Incorporation
Byte On U.S.A. Corporation
Page 3

ARTICLE IX -- BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either of the stockholders or the Board of Directors.

ARTICLE X -- INDEMNIFICATION

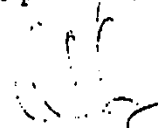
The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI -- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act. The undersigned has executed these Articles of Incorporation this 27th day of August, 1997.



George S. Zamora, Esq.

This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
Phone No. 305-444-2086
FBN: 871605

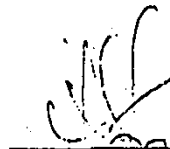
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Articles of Incorporation
Byte On U.S.A. Corporation
Page 4

ACCEPTANCE OF REGISTERED AGENT

The undersigned, George S. Zamora, whose address is 3191 Coral Way, Third Floor, Miami, Florida 33145 hereby accepts the designation as registered agent for Byte On U.S.A. Corporation.



George S. Zamora, Esq.

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This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
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