

MACINTER CORPORATION
BUSINESS CONSULTANTS

P.O. Box 190253
Ft. Lauderdale, FL 33319-0253
Ph/fax (954) 430-7616

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TRANSMITTAL LETTER

September 16th., 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

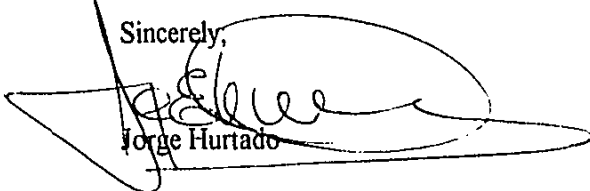
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SUBJECT: DIREX INTERNATIONAL-USA, INC.
Enclosed please find one (1) original and one (1) copy of the *articles of incorporation* for the above named corporation, and check in the amount of \$122.50 to cover the incorporation fees.

Please forward such documents of incorporation to my attention :
P.O. BOX 190253
Fort Lauderdale, FL 33319-0253

Thank you in advance for your kind and prompt attention to this matter, and should you have further questions, or need additional information, please feel free to contact me.

Sincerely,


Jorge Hurtado

Note: Additional copy of articles is needed only when certified copy is requested



ARTICLES OF INCORPORATION

The undersigned incorporator (s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following articles of incorporation.

Article I - Corporate Name

DIREX INTERNATIONAL-USA, INC.

Article II - Term of Existence

This corporation shall exist **perpetually** unless dissolved according to Florida Law.

Article III - Nature of Business

This corporation may engage or transact in any lawful activities permitted under the laws of the United States, the State of Florida, any other state, country, territory or nation.

Article IV - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is : **1000 shares of common stock** having \$1.00 par value per share. This corporation shall not commence business until at least \$1,000.00 dollars have been received by it as consideration for the issuance of shares.

Article V - Incorporators

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

**JORGE HURTADO
6150 SW . 3rd. STREET.
MARGATE , FL 33093**

Article VI - Initial Registered Agent and Address

The initial registered agent's name and office address is:

**JORGE HURTADO
6150 SW . 3rd. STREET.
MARGATE, FL 33093**

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Article VII - Corporate Principal Office

6150 SW . 3rd. STREET.
MARGATE, FL 33093

Article VIII - Officers

The name(s) and address(es) of the initial officer(s) is (are):

JORGE HURTADO (President)
6150 SW. 3rd. STREET.
MARGATE, FL 33093

Article IX - Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as are necessary will be taken by the appropriate officers to accomplish this compliance.

Article X - Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable and distributed among the Board of Directors and Officers.

IN WITNESS WHEREOF, The undersigned subscriber(s) have executed these articles of incorporation this 16th day of September, 1997.


Jorge Hurtado, President

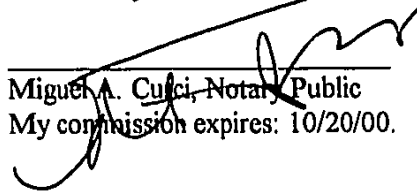
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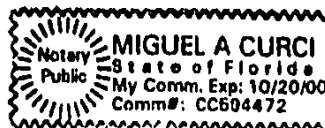
State of Florida

County of Broward

Before me, personally appeared Jorge Hurtado Known to me and known to be the persons who executed the foregoing articles of incorporation and who acknowledged before me that he has executed said instrument for the purpose therein expressed.

Witness my hand and official seal this 16th day of September, 1997


Miguel A. Curci, Notary Public
My commission expires: 10/20/00.



**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

DIREX INTERNATIONAL-USA, INC.

2. The name and address of the registered agent is:

**JORGE HURTADO
6150 SW. 3rd. STREET.
MARGATE, FL 33093**

and the mailing address of this corporation is:

**6150 SW. 3rd. STREET.
MARGATE, FL 33093**

Signature: _____

Title: President

Date: September 16th, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Date: September 16th, 1997

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