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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY G. RODRIGUEZ

LMS

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: A & M USA ENTERPRISES, INC.

AUDIT NUMBER.....H97000015637

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

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The name of this Florida corporation is:
A & M USA Enterprises, Inc.

Article II. Address

The mailing address of the Corporation is:
A & M USA Enterprises, Inc.
1335 Alton Road
Miami Beach FL 33139

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Mesa
1335 Alton Road
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Luis Mesa
Marleny G. Mesa
Sylvia M. Arias
Alain E. Arias

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Joseph B. Ryan | FL Bar Member 338273
Joseph B. Ryan III, P.A.
250 Bird Road, Suite 216
Coral Gables FL 33146
305-444-4949

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Joseph B. Ryan
Joseph B. Ryan III, P.A.
250 Bird Road, Suite 216
Coral Gables FL 33146

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 19, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 19, 1997.



JOSEPH B. RYAN
by L.A. Uriarte as attorney-in-fact

Joseph B. Ryan | FL Bar Member 338273
Joseph B. Ryan III, P.A.
250 Bird Road, Suite 216
Coral Gables FL 33146
305-444-4949

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

A & M USA Enterprises, Inc.

REGISTERED AGENT/OFFICE:

**Luis Mesa
1335 Alton Road
Miami Beach FL 33139**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS MESA

by L.A. Uriarte as attorney-in-fact

Date: September 19, 1997

**Joseph B. Ryan | FL Bar Member 338273
Joseph B. Ryan III, P.A.
250 Bird Road, Suite 216
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