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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PIRES TRADING CORP.

AUDIT NUMBER.....H97000015701

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

CERT. OF STATUS..0

PAGES..... 5

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SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

9/23/97

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ARTICLES OF INCORPORATION
PIRES TRADING CORP.

(5)

FILED

97 SEP 22 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:
PIRES TRADING CORP.

With the principal place of business located at:
520 BRICKELL KEY DR, # 819
MIAMI FL 33.131

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
520 BRICKELL KEY DR. # 819
MIAMI FL 33.131

The Name of the initial REGISTERED AGENT of this Corporation is:
JADIEL PIRES

PREPARED BY: THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 NE 3RD AVE 9TH FLOOR, MIAMI FL 33132 (305) 373-6211

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - JADIEL PIRES

Secretary - BARBARA PIRES

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

JADIEL PIRES
520 BRICKELL KEY DR. #819
MIAMI FL 33.131

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested en the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 29 DAY OF JULY 0F 1997


Incorporator

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

PIRES TRADING CORP.

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

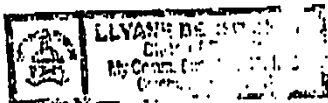
IN THE STATE AND COUNTY AFORESAID

THIS 29 DAY OF JULY, 1997



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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