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OFFICE OF
ABRAMS & ABRAMS, P.A.
PROFESSIONAL ASSOCIATION

DAVID S. ABRAMS

PERLA F. ABRAMS

LEONARD F. BAER
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2100 PONCE DE LEON BOULEVARD
SUITE 1170
CORAL GABLES, FLORIDA 33134

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October 1, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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-10/08/97--01075--001
****122.50 ****122.50

Re: Shanti, Inc.

Dear Sir or Madam:

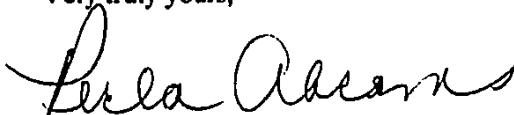
Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$122.50 is enclosed to cover the cost of same as follows:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,


PERLA F. ABRAMS

PFA:lg
encl.

FILED
97 OCT -8 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 10/9/97

**CERTIFICATE OF INCORPORATION
OF
SHANTI, INC.**

FILED

97 OCT -8 AM 9:03

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

SHANTI, INC.

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to export and import products, merchandise and goods from/to the United States and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of One shares of \$1.00, Dollar par value.

4. The principal office of the corporation shall be:

1051 S.W. 1st Street #309
Miami, Florida 33130

5. The amount of capital with which the corporation shall begin business is One Thousand Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

NAME

OFFICE

POST OFFICE ADDRESS

Idilia C. Balsera

President/
Secretary

1051 S.W. 1st Street #309
Miami, Florida 33130

7. The name and post office address of the subscribers to this Certificate of Incorporation, the number of shares they agree to take and the consideration thereof, the proceeds of which will amount to at least One Thousand Dollars is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Idilia C. Balsera	100	\$1000.00

8. The corporation designates PERLA F. ABRAMS, 2100 Ponce De Leon Boulevard Suite 1142, Coral Gables, Florida, 33134, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned hereby subscribed to this Certificate of Incorporation at Miami, Dade County, Florida, this 1st day of October, 1997.

Idilia C. Balsera
IDILIA C. BALSERA

STATE OF FLORIDA

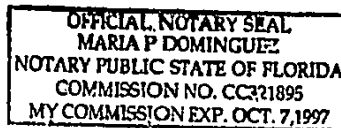
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared IDILIA C. BALSERA, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that she subscribed thereto and did so for the purpose and uses therein mentioned and that PERLA F. ABRAMS consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

The foregoing instrument was acknowledged before me this 1 day of OCTober, 1997, by who is personally known to me or who provided Fla. Drivers license as identification who did FD. Card (did not) take an oath.

MY COMMISSION EXPIRES:

Maria P. Dominguez
NOTARY PUBLIC




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
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.

First that SHANTI, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at Miami, County of Dade, State of Florida, has named PERLA F. ABRAMS, located at 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida, 33134, as Registered Resident Agent to accept Service of Process within this State.

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.


PERLA F. ABRAMS

FILED
97 OCT -8 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA