

10/22/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: C D USA CORPORATION

AUDIT NUMBER.....H97000017596

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

97 OCT 22 AM 7:55

OF

C D OF USA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS, COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE C D OF USA CORPORATION AND ITS STREET ADDRESS SHALL BE 4712 SW 74TH AVENUE, MIAMI, FLORIDA 33155.

ARTICLE II

PURPOSES

THE PURPOSE FOR WHICH THIS CORPORATION IS FORMED AND THE BUSINESS AND OBJECTS TO BE CARRIED ON AND PROMOTED BY IT ARE AS FOLLOWS:

TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE III

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS TO HAVE OUTSTANDING AT ANY TIME IS TEN THOUSAND (10.000) SHARES OF COMMON STOCK, HAVING A NOMINAL OR PAR VALUE OF ONE DOLLAR AND NO/100 (\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS, BUT IN NO EVENT SHALL BE LESS THAN ONE DOLLAR (\$1.00) PER SHARE OR ITS EQUIVALENT.

George S. Zamora, Esq.
3191 Coral Way 3rd Fl
Miami, FL 33145 FB No. 871405
(805) 444.0086

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ARTICLE IV

TERM

THIS CORPORATION SHALL COMMENCE ON THE DATE OF FILING AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT FOR THIS CORPORATION SHALL BE GEORGE S. ZAMORA, AND THE REGISTERED OFFICE SHALL BE LOCATED AT 3191 CORAL WAY, THIRD FLOOR, MIAMI, FLORIDA 33145, OR SUCH OTHER PLACE AS THE BOARD OF DIRECTORS SHALL FROM TIME TO TIME DIRECT, WITH APPROPRIATE NOTICE BEING DULY GIVEN TO THE SECRETARY OF STATE IN ACCORDANCE WITH THE LAW.

ARTICLE VI

DIRECTORS

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE (1) NOR MORE THAN FIVE DIRECTORS, AS SET FORTH IN THE BY-LAWS. THE NAME AND STREET ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO, SUBJECT TO THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THIS CORPORATION, AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED ARE:

HECTOR E. AGUILAR
4712 SW 74TH AVENUE
MIAMI, FLORIDA 33155

VANESSA FARALDO
4712 SW 74TH AV
MIAMI, FLORIDA 33155

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ARTICLE VII

SUBSCRIBERS

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION ARE:

HECTOR E. AGUILAR
4712 SW 74TH AVENUE
MIAMI, FLORIDA 33155

VANESSA FARALDO
4712 SW 74TH AVE
MIAMI, FLORIDA 33155

ARTICLE VIII

SPECIAL PROVISION

ANY ACTION BY THE DIRECTORS OF THIS CORPORATION WHICH IS WITHIN THEIR POWER TAKEN AT A MEETING OF SUCH DIRECTORS SHALL BE VALID FOR ALL INTENTS AND PURPOSES WHETHER OR NOT LAWFULL NOTICES OF SAID MEETING SHALL HAVE BEEN GIVEN TO ALL DIRECTORS AS REQUIRED BY LAW OR BY THE BY-LAWS OF THIS CORPORATION, IF AT ANYTIME PRIOR TO, DURING, OR SUBSEQUENT TO SUCH MEETING ALL DIRECTORS SHALL EXECUTE A WAIVER OF NOTICE OF SUCH MEETING, IN WRITING, AND PROVIDING A MAJORITY OF THE DIRECTORS SHALL HAVE APPROVED OR APPROVED THE ACTION TAKEN AT SUCH MEETING.

WHEN NOT PROHIBITED BY LAW, ANY ACTION BY THE SHAREHOLDERS OF THIS CORPORATION WHICH IS WITHIN THEIR POWER TAKEN AT A MEETING OF SUCH SHAREHOLDERS SHALL BE VALID FOR ALL INTENTS AND PURPOSES WHETHER OR NOT WHETHER OR NOT LAWFUL NOTICE OF SUCH MEETING SHALL HAVE BEEN GIVEN TO ALL SHAREHOLDERS AS REQUIRED BY LAW OR IN THE BY-LAWS OF THIS CORPORATION, IF AT ANY TIME PRIOR TO, DURING, OR SUBSEQUENT TO SUCH MEETING ALL SHAREHOLDERS SHALL EXECUTE A WAIVER OF NOTICE OF SUCH MEETING, IN WRITING, AND PROVIDING A MAJORITY OF THE SHAREHOLDERS SHALL HAVE APPROVED OR APPROVE THE ACTION TAKEN AT SUCH MEETING.

WHEN NOT PROHIBITED BY LAW, ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MAY BE TAKEN WITHOUT A MEETING IF CONSENTS IN WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY ALL THE PERSONS WHO WOULD BE ENTITLED TO VOTE UPON SUCH ACTION AT A MEETING AND FILLED WITH THE SECRETARY OF THE CORPORATION AS PART OF THE CORPORATE

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RECORDS. SUCH CONSENT SHALL HAVE THE SAME FORCE AND EFFECT AS THE UNANIMOUS VOTE OF THE SHAREHOLDERS AND MAY BE STATED AS SUCH IN ANY CERTIFICATE OR DOCUMENT FILLED WITH THE DEPARTMENT OF THE STATE, COUNTY OR NATION, OR WITH ANY PRIVATE ORGANIZACION, CORPORATION, PERSON OR PERSONS.

NOTHING IN THIS ARTICLE SHALL BE CONSTRUED TO ALLOW ANY ACT OF THE BOARD OF DIRECTORS TO BE APPROVED BY LESS THAN A MAJORITY OF THE SAID DIRECTORS OR WHEREVER A GREATER VOTE IS REQUIRED BY LAW OR IN THE BY-LAWS BY THAT VOTE.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

THE CORPORATION SHALL FROM TIME TO TIME DETERMINE WHETHER AND TO WHAT EXTENT AND AT WHAT TIMES AND PLACES AND UNDER WHAT CONDITIONS AND REGULATIONS THE ACCOUNTS AND BOOKS OF THE CORPORATION (OTHER THAN THE STOCK BOOK) OR ANY OF THEM SHALL BE OPEN FOR INSPECTION BY SHAREHOLDERS.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

EVERY OFFICER AND EVERY DIRECTOR OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AS PERMITTED BY LAW AGAINST ALL EXPENSES AND LIABILITY, INCLUDING COUNSEL FEES REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH ANY PROCEEDING TO WHICH HE MAY BE A PARTY OR IN WHICH HE MAY BECOME INVOLVED BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR AT THE TIME SUCH EXPENSES ARE INCURRED. THE FOREGOING RIGHTS OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT TO EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH OFFICER OR DIRECTOR MAY BE ENTITLED.

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ARTICLE XI

TELEPHONE MEETING AUTHORIZED

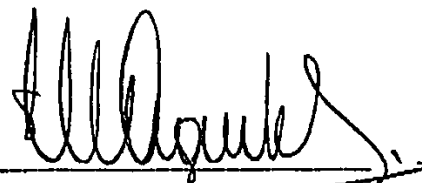
MEMBERS OF THE BOARD OF DIRECTORS OR OF ANY EXECUTIVE COMMITTEE DESIGNATED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE LAE SHALL BE DEEMED PRESENT AT ANY MEETING OF THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE AS THE CASE MAY BE, IF A CONFERENCE BY TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT BY MEANS OF WHICH ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR AND BE HEARD BY ALL OTHER PERSONS, IS USED.

ARTICLE XII

AMMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANER AND WITH THE VOTE PROVIDED BY LAW

IN WITNESS WHEREOF, WE HAVE HERBUNTO SET OUR HANDS AND SEALS
THIS _____ DAY OF _____, 1997 IN MIAMI, DADE
COUNTY, FLORIDA



HECTOR E. AGUILAR



VANESSA FARALDO

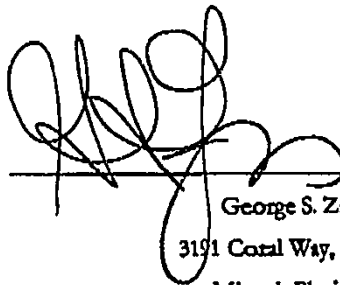
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CERTIFICATION ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of C D OF
USA CORPORATION and agree to serve as its agent to accept service of process within this State
at its Registered Office.

DATED this 22 day of October, 1997



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

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97 OCT 22 AM 7:55
STATE OF FLORIDA
TALLAHASSEE

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