TRANSMITTAL LETTER

DIVISION OF CORPORATIONS

97 NOV 21 AM 9:32

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

600002353706--5 -11/21/97--01022--010 ******70.00 ******70.00

SUBJECT: SIMEL International, Corp

Enclosed is an original and one(1) copy of the articles of incorporation and a check for : \$70.00 \$78.75 \$122.50 \$131.25 Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate & Certified Copy Certified Copy & Certificate ADDITIONAL COPY REQUIRED FROM: Perez, Behar : HSSOe.
Name (Printed or typed) 4730 NE 10 AVI. Miami, F1. 3316/

NOTE: Please provide the original and one copy of the articles.

301- 949-4738 Daytime Telephone number

DIVISION OF TARY OF STATE OF CORPORATIONS

AM 9: 32

ARTICLES OF INCORPORATION OF

SIMEL INTERNATIONAL, CORP.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be: SIMEL INTERNATIONAL, CORP.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$1.00 par value.

ARTICLE IV

The corporation shall begin with \$100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is: 2070 NW 79TH AVENUE, SUITE 204 MIAMI, FL. 33126

ARTICLE VII

The number of directors constituting its initial Board of Directors is 1 whose name(s) and address(es) is(are):

ANTONIO REY
2070 NW 79TH AVENUE, SUITE 204
MIAMI, FL. 33126
PRESIDENT 100%

ARTICLE VIII

The name and address of the subscriber is:

ANTONIO REY

2070 NW 79TH AVENUE, SUITE 204

MIAMI, FL. 33126

ARTICLE IX

Permanent agent and address for the corporation is:

PEREZ BEHAR & ASSOCIATES, INC. 14730 N.E.10TH AVE. N MIAMI, FL. 33161

ARTICLE X

Shareholders shall be entitled to preemptive rights.

MPIONIO REY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SIMEL INTERNATIONAL, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED PEREZ, BEHAR & ASSOCIATES, INC. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature

ANTONIO REY

Title:

PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature

PAMON PEREZ/VICE PRESIDENT

PEREZ, BEHAR & ASSOCIATES, INC.

Date 11-18-97