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December 29, 1997

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

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-01/14/98--01002--016
****122.50 ****122.50

Re: A&S COMMERCIAL INVESTMENT, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Peter Brito

FILED
98 JAN 12 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A&S COMMERCIAL INVESTMENT, INC.
5702 S.W. 49 Street
Miami, FL 33155
Phone: (305) 667-7402

mc 1/13/98

ARTICLES OF INCORPORATION

of

ADS COMMERCIAL INVESTMENT, INC.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ADS COMMERCIAL INVESTMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

The Corporation is a subsidiary of C.A. LAS MINAS DE CARRIZAL, a registered company under the Laws of Venezuela. This Venezuelan company will always have 51% or more of the stock of the Corporation in The United States of America.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	<u>11321 N.W. 59 TER.</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33178</u>

Mailing address, if different

STREET ADDRESS	<u>5702 S.W. 49 ST.</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33155</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>PETER BRITO</u>		
ADDRESS	<u>5702 S.W. 49 ST.</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33155</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ORLANDO AMAYA		
ADDRESS	11321 N.W. 59 TER.		
CITY	MIAMI	STATE	FL ZIP 33178
NAME	RAFAEL SANSON		
ADDRESS	11321 N.W. 59 TER.		
CITY	MIAMI	STATE	FL ZIP 33178
NAME	PETER BRITO		
ADDRESS	5702 S.W. 49 ST.		
CITY	MIAMI	STATE	FL ZIP 33155

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	PETER BRITO		
ADDRESS	5702 S.W. 49 ST.		
CITY	MIAMI	STATE	FL ZIP 33155
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 29th day of DECEMBER, 19 97.

PETER BRITO (Signature)
PETER BRITO (Signature)

____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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98 JAN 12 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADS COMMERCIAL INVESTMENT, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5702 S.W. 49 ST.
MIAMI FL 33155

has named PETER BRITO

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Peter Brito
(Signature)
PETER BRITO

12/29/97
(Date)