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3/02/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ROS DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000004109

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

CERT. OF STATUS..1

PAGES..... 4

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SECTION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ROS DISTRIBUTORS, INC.

The undersigned subscriber(s) of these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:
ROS DISTRIBUTORS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes are all lawful purposes not prohibited by the law of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Prepared by:
Ronald C. Denis, Esq. (Fla. Bar No. 102326)
1835 West Flagler Street, Suite 201
Miami, Florida 33135
(305) 644-0184 - (305) 541-1886 fax

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ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One hundred (100) shares at One Dollar (\$1.00) par value.

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than:

FIVE HUNDRED (\$500.00) DOLLARS

ARTICLE V.
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI.
ADDRESS

The initial post office address of the principal office of this corporation on the State of Florida is:

11940 S.W. 132 AVENUE
MIAMI, FLORIDA 33186

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

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ARTICLE VII
DIRECTOR(S)

The number of Directors maybe increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successors are elected and have qualified, are:

RAUL FRANCISCO HERRERO, II
(PRESIDENT)
11940 S.W. 132 AVENUE
MIAMI, FLORIDA 33186

ARTICLE IX
INCORPORATOR

The name(s) and post office address(es) of each incorporator of these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
RONALD C. DENIS, ESQ.	1835 WEST FLAGLER STREET SUITE 201 MIAMI, FLORIDA 33135

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ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

ARTICLE XI
DESIGNATION OF REGISTERED RESIDENT AGENT

That, RONALD C. DENIS, ESQUIRE, 1835 West Flagler Street, Suite 201, Miami, Florida, 33135, Dade County, is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

ARTICLE XII
RIGHT OF FIRST REFUSAL

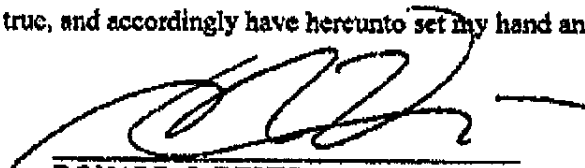
Any Shareholder desiring to sell his/her shares in the corporation, shall first offer those shares by way of a written offer to sell to the corporation upon the same terms and conditions as the shares are being offered to other entities or individuals. The corporation shall exercise its right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell the shares to any entity or individual upon the same terms and conditions as were offered to the Corporation.

WE, THE UNDERSIGNED, being the only original incorporator(s) hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and

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certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal
this February 27, 1998.



RONALD C. DENIS

ACKNOWLEDGMENT

Having been named to accept service of process for ROS DISTRIBUTORS, INC.,
designated in this Article, I hereby accept to act in this capacity and agree to comply with the
provisions of said act relative to keeping open said office.



RONALD C. DENIS
Registered Resident Agent

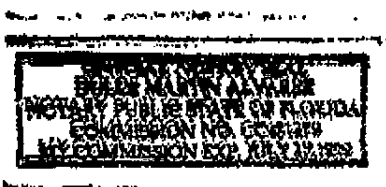
STATE OF FLORIDA)

:SS

COUNTY OF DADE)

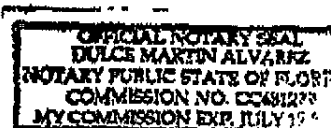
I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to
administer oaths and take acknowledgments, personally appeared: RONALD C. DENIS who
produced the following Identification _____ or is personally known to be the
person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this February 27, 1998.




NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:

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TALLAHASSEE, FLORIDA

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