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PROFESSIONAL ASSOCIATION
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February 23, 1998

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002444520--7
-03/02/98--01152--001
****122.50 ****122.50

RE: Filing of Articles for ESE Export Import Corp.

Dear Sirs:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Thanking you in advance for your anticipated cooperation, I remain,

Very truly yours,

ERNESTO J. DE LA FÉ, P.A.

By:

Ernesto J. de la Fé, Esq.

EJF
Enclosure(s)

FILED
98 MAR -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/3/98-T.M.

**ARTICLES OF INCORPORATION
OF
ESE EXPORT IMPORT CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be

ESE EXPORT IMPORT CORP.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be:

6225 N.W. 180 Terrace
Miami, Florida 33015

and the name of the initial Registered Agent for the corporation at that address is:

Eduardo Queiroz San Emeterio

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

FILED
98 MAR -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Eduardo Queiroz San Emeterio

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Eduardo Queiroz San Emeterio
6225 N.W. 180 Terrace
Miami, Florida 33015

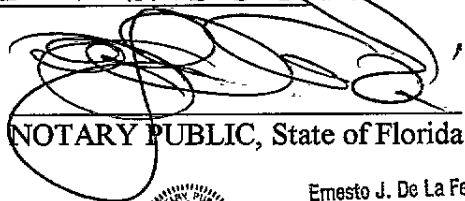
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
23rd day of FEBRUARY, 19 98.

Incorporator:


Eduardo Queiroz San Emeterio

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 23rd day of FEBRUARY, 1998
by Eduardo Queiroz San Emeterio, who is personally known to me or produced the
following identification Pass ID 047031018 and who did take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



Ernesto J. De La Fe
MY COMMISSION # CC525463 EXPIRES
January 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, ESE EXPORT IMPORT CORP., a corporation organizing under the laws of the State of Florida, with its principal office located at 6225 N.W. 180 Terrace, Miami, Florida 33015, has named Eduardo Queiroz San Emeterio, whose address is 6225 N.W. 180 Terrace, Miami, Florida 33015, as its Agent to accept service of process within this State.

ACCEPTANCE:

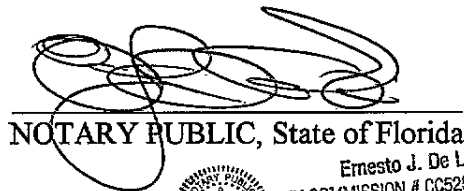
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Eduardo Queiroz San Emeterio

**STATE OF FLORIDA
COUNTY OF DADE**

98 The foregoing instrument was acknowledged before me this 13th day of Feb, 19
by Eduardo Queiroz San Emeterio, who is personally known to me or produced the
following identification Pass ID. 047031018 and who did take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



Ernesto J. De La Fe
MY COMMISSION # CC525463 EXPIRES
January 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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