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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

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MESI, INC.

AUDIT NUMBER.....H98000005995

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

MESI, INC.

a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME:

The name of this corporation is:

MESI, INC.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

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Prepared by: ROBERTO F. FREITAS, ESQ.,
782 NW Le Jeune Rd., # 550

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EMPIRE CORPORATE KIT

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is:

3101 S.W. 2 Street
Miami, Florida 33135

The name of the initial registered agent of this corporation is:

Francisco de la Fuente

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

Francisco de la Fuente
8500 S.W. 27 Terrace
Miami, Florida 33155

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ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

Francisco de la Fuente
8500 S.W. 27 Terrace
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned subscriber(s)

has (have) executed these Articles of Incorporation this 25th day of March, 1998



Francisco de la Fuente

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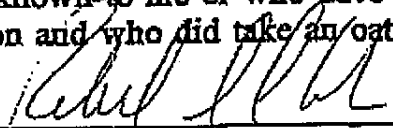
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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared *Francisco De La Fuente*.

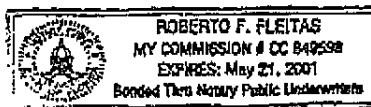
known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 25 day of MARCH, 1995 by *Francisco de la Fuente* who are personally known to me or who have produced _____, as identification and who did take an oath.



NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted: MESI, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: Francisco de la Fuente as its agent to accept service of process within the State of Florida, with the registered address as:

3101 S.W. 2 Street
Miami, Florida 33135

ACKNOWLEDGMENTS

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

DATED: THE 25 DAY OF March, 1998


REGISTERED AGENT
Francisco de la Fuente

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