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LAW OFFICES
DEUSCHLE & ASSOCIATES, P. A.

BRIAN C. DEUSCHLE
CHRISTOPHER D. HALE

800 SOUTHEAST THIRD AVENUE
SUITE 500
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE (954) 763-7200
TELECOPIER (954) 522-7728

March 30, 1998

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

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-04/06/98-01023--003
****122.50 ****122.50

RE: Articles of Incorporation
International Investment & Financial Group, Inc.
Our File No. 2108-98-2-44

Dear Sir or Madam:

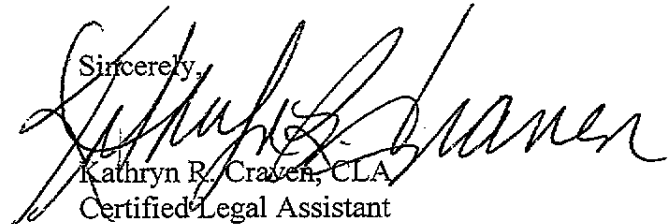
You will find enclosed the original Articles of Incorporation of International Investment & Financial Group, Inc., together with our firm's check in the amount of \$122.50, which represents the following:

1.	Filing fee	\$ 35.00
2.	Registered agent	\$ 35.00
3.	Certified copy	<u>\$ 52.50</u>
Total		\$122.50

Please process the filing of the Articles of Incorporation and send us a certified copy of the same.

If there are any questions or problems regarding this matter, please do not hesitate to contact my office.

Sincerely,


Kathryn R. Craven, CLA
Certified Legal Assistant

/krc
Enclosures

BR 4-7-98

FILED
98 APR -6 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL INVESTMENT & FINANCIAL GROUP, INC.

FILED
98 APR -6 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is INTERNATIONAL INVESTMENT & FINANCIAL GROUP, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on is to operate a ship and/or air cargo and passenger transportation business, travel agency business, transportation consultation and ship Chandler business, agents for ship and aircraft owners and to own, lease and operate ships and aircraft and ship and aircraft equipment in connection therewith, and for the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida General Corporation Act.

ARTICLE IV

The total number of shares of all classes of stock which the corporation is authorized to issue is One Thousand (1,000) shares of voting Common Stock with One Dollar (\$1.00) par value.

The amount of capital which this corporation has authorized and which has been paid in as of this date is One Thousand Hundred Dollars (\$1,000.00).

ARTICLE V

The street address of the initial principal office of the corporation is 2455 East Sunrise Boulevard, Suite 618, Fort Lauderdale, Florida 33304. The principal office of the corporation may be changed to any other city of the State of Florida designated by the Board of Directors. The name and address of the initial Registered Agent are BRIAN C. DEUSCHLE, ESQUIRE, 800 SE 3rd Avenue, Suite 500, Fort Lauderdale, Florida 33316. The corporate mailing address is the same as the principal office.

ARTICLE VI

The number of directors shall not be less than one (1).

ARTICLE VII

The name and post office address of the initial Board of Directors of the corporation are:

Christopher D. Hale, Esquire
800 SE 3rd Avenue, Suite 500
Fort Lauderdale, FL 33316

ARTICLE VIII

The name and address of the person signing these Articles are:

Christopher D. Hale, Esquire
800 SE 3rd Avenue, Suite 500
Fort Lauderdale, FL 33316

ARTICLE IX

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the Shareholders. Any By-Law adopted by the Shareholders may provide that one or more provisions thereof shall not be amended or repealed by the Board of

Directors, in which case such provisions may be amended, altered or repealed only by the Shareholders.

ARTICLE X

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

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribes that he has executed these Articles of Incorporation on this 30th day of March, 1998.


CHRISTOPHER D. HALE

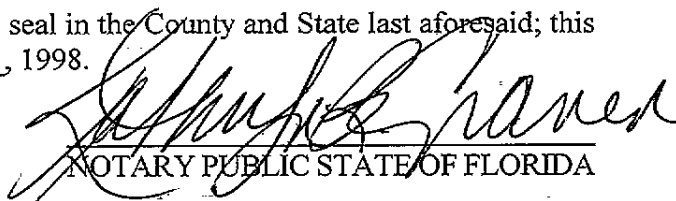
STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of March, 1998, by CHRISTOPHER D. HALE, who is personally known to me or who produced a n/a as identification.

30th day of March, 1998. WITNESS my hand and official seal in the County and State last aforesaid; this



Kathryn R. Craven
MY COMMISSION # CC564904 EXPIRES
August 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC STATE OF FLORIDA

(Print Name)

Commission Number

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, BRIAN C. DEUSCHLE, ESQUIRE, hereby accept the designation of Resident Agent for service of process upon INTERNATIONAL INVESTMENT & FINANCIAL GROUP, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 30th day of March, 1998


BRIAN C. DEUSCHLE, ESQUIRE
Registered Agent

FILED
98 APR -6 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA