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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SONRISAS ELECTRONICS TRADING, INC.

(Corporation Name)

(Document #)

2. translation: SMILES Electronics Trading

(Corporation Name)

(Document #)

3. _____ (Corporation Name) (Document #) 800002517208--3

-05/08/98--01077--012
****245.00 ****122.50

4. _____ (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 MAY -8 AM 11:25
DIVISION OF CORPORATION

K. Rolfe MAY 08 1998

Examiner's Initials

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SONRISAS ELECTRONICS TRADING, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

SONRISAS ELECTRONICS TRADING, INC.

The principal place of business of this corporation shall be:

22 N.W. 1st Street 2nd Floor
Miami, Fl. 33128

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES with a \$1.00 par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Sergio Feldman
22 N.W. 1st Street 2nd Floor
Miami, Fl. 33128

ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

Sergio Feldman
22 N.W. 1st Street 2nd Floor
Miami, Fl. 33128

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7th day of May, 1998.

Signature(s) of Incorporator(s)

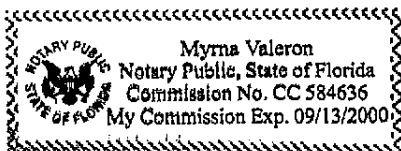
X Sergio Feldman

STATE OF FLORIDA

COUNTY OF Dade

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of May, 1998, by Sergio Feldman (Incorporator's name)

of Sonrisas Electronics Trading Inc.
(Name of Corporation)



Myrna Valeron
Notary Public

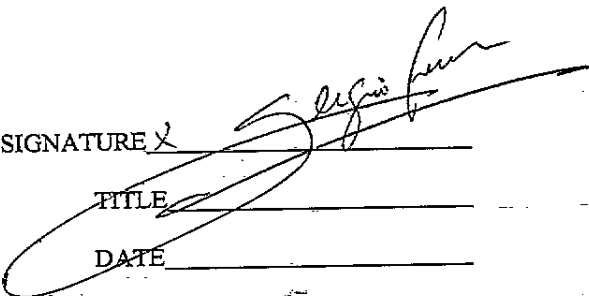
CERTIFICATE DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SONRISAS ELECTRONICS TRADING, INC.
2. The name and address of the registered agent and office is:

Sergio Feldman
22 N.W. 1st Street 2nd Floor
Miami, Fl. 33128

SIGNATURE 

TITLE _____

DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

DATE _____

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TALLAHASSEE, FLORIDA