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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: AMERICAS PURCHASING GROUP, INCORPORATION

AUDIT NUMBER.....H9800009442

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

CERT. OF STATUS..1

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/20/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: AMERICAS PURCHASING GROUP, INCORPORATION
REF: W98000011464

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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YOU MAY USE THE SUFFIX OF INC. OR INCORPORATED

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Neysa Culligan
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FAX Aud. #: H98000009442
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ARTICLES OF INCORPORATION
OF
AMERICAS PURCHASING GROUP, INCORPORATED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be:
AMERICAS PURCHASING GROUP, INCORPORATED.

The principal place of business of this corporation shall be:
P O BOX 414617
MIAMI BEACH, FL 33141-9998

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 value that this corporation is authorized to have outstanding at any one time is:
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

PREPARED BY:

MJ TAXES & ACCOUNTING
420 Lincoln Road, Suite 387
Miami Beach, FL 33139
(305) 531-4542

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ARTICLE V: OFFICERS DIRECTORS

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

**PEDRO JOSE TUPINAMBA
5445 COLLINS AVENUE, APT B-5
MIAMI BEACH, FL 33140**

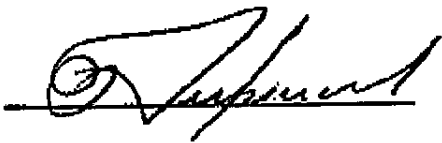
ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

**PEDRO JOSE TUPINAMBA
5445 COLLINS AVENUE, APT B-5
MIAMI BEACH, FL 33140**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 days of May, 1998.

Signature of incorporator

A handwritten signature in black ink, appearing to read "Pedro Jose Tupinamba", is written over a horizontal line. The signature is cursive and somewhat stylized.

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**CERTIFICATE OF 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: **AMERICAS PURCHASING GROUP, INCORPORATED**
2. The name and address of the registered agent and office is:
**PEDRO JOSE TUPINAMBA
5445 COLLINS AVENUE, APT B-5
MIAMI BEACH, FL 33140**

SIGNATURE 

TITLE: **PRESIDENT**

DATE: **05/18/98**

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 I 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: **05/18/98**

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TALLAHASSEE, FLORIDA

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