8000046217 THE UNITED STATES **CORPORATION**

ACCOUNT	NO.	:	072100000032

REFERENCE: 806078

COST LIMIT: \$ 70.00

ORDER DATE : May 4, 1998

ORDER TIME : 12:09 PM

ORDER NO. : 806078-005

CUSTOMER NO: 7152197

CUSTOMER: Mr. Winthrop Yerkes

AMEROPA (LATIN AMERICA), INC.

Suite 506

501 Brickell Key Drive

300002532263--4

COSMOS UNIVERSAL, INC.

EFFECTIVE DATE:

S ARTICLES OF INCORPORATION __ CERTIFICATE OF LIMITED PARTNERSHIP

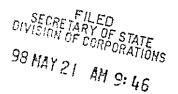
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF -

COSMOS UNIVERSAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COSMOS UNIVERSAL, INC.

The address of the principal office of this corporation shall be 501 Brickell Key Drive, Suite 506, Miami, Florida 33131 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

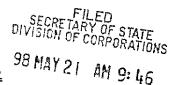
This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

2..

Gert Melde Director 501 Brickell Key Drive Suite 506 Miami, Florida 33131



ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 21, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

its Agent, Karen B. Rozar