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OF COUNSEL

ROGER BARRY DAVIS

May 26, 1998

VIA FEDERAL EXPRESS

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-05/29/98-01044-001
****122.50 ****122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of FTM International, Inc.

Dear Ladies and Gentlemen:

Respecting the captioned Corporation enclosed herewith are:


1. Original and copy of Articles of Incorporation of FTM International, Inc.

2. Check # 11,100, in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50), representing the filing fee and a certified copy;

3. A self-addressed stamped envelope for return of a certified copy of the Articles of Incorporation.

Please establish this entity, and thank you for your usual attention to this matter.

Sincerely,


By: _____
ROGER BARRY DAVIS

RBD/ilh

Encl.

cc: Sandy Veith

Dmc
6/2/98

FILED
98 MAY 29 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION 98 MAY 29 AM 10:21

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FTM INTERNATIONAL, INC.

The undersigned, subscriber to the Articles of this corporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is:

FTM INTERNATIONAL, INC.

and its principal office mailing address is:

400 South Point Drive
No. 608
Miami Beach, Florida 33139

ARTICLE TWO

DURATION

This corporation shall have a perpetual term of existence, unless earlier dissolved pursuant to law.

ARTICLE THREE

PURPOSE

The corporation has been organized for the purpose of transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common share with a par value of Ten Cents (\$.10). The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 20451 N.W. 2nd Avenue, Miami, Florida 33169, and the name of the initial registered agent at such address is **ROGER BARRY DAVIS**.

ARTICLE SIX

DIRECTORS

The Board of Directors of the corporation shall consist of not more than four (4) members nor less than one (1) member.

The names and addresses of the first Board of Directors is:

NAME

ADDRESS

ALESSANDRO VEITH
President/Director

400 South Point Drive
No. 608
Miami Beach, Florida 33139

ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator hereof is:

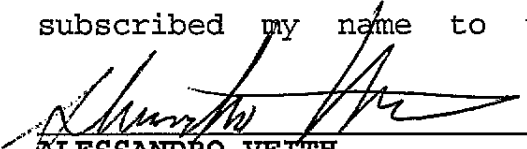
ALESSANDRO VEITH
400 South Point Drive
No. 608
Miami Beach, Florida 33139

ARTICLE EIGHT

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name to this instrument.


ALESSANDRO VEITH
as Sole Incorporator

STATE OF FLORIDA :

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this
28th day of May, 1998 by ALESSANDRO VEITH, who is
personally known to me and who did take an oath.

Iris M. Hudson

NOTARY PUBLIC, State of
Florida at Large

Iris M. Hudson

Print Notary Name

My Commission Expires:

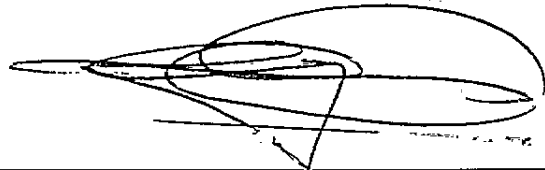


IRIS M HUDSON
My Commission CC470541
Expires Jul. 11, 1999
Bonded by HAI
800-422-1556

FILED

ACCEPTANCE OF REGISTERED AGENT 98 MAY 29 AM 10:22

HAVING BEEN NAMED to accept service of process for **SECRETARY OF STATE**
ALLAHOSSSEI LTD
corporation, at the place designated in these Articles of
Incorporation, 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.

A handwritten signature in dark ink, appearing to read 'ROGER BARRY DAVIS', is written over a horizontal line.

ROGER BARRY DAVIS
Registered Agent