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June 1, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-06/03/98--01081--006
*****78.75 *****78.75

Re: Palma, Inc.

Enclosed is an original and one (1) copy of the initial Articles of Incorporation of Palma, Inc. Also enclosed is a check for \$78.75 in payment of the required filing fees and for a Certificate of Status. Please accept these documents for filing and reply to the following:

Philip G. Heinemann
c/o Anchor Marketing
1177 Kane Concourse, Penthouse
Bay Harbor Islands, FL 33154
Tel #(305) 864-4555

Thank you for your assistance.

Sincerely,



Philip G. Heinemann

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98 JUN -3 AM 9:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I, NAME

The name of the corporation shall be: Palma, Inc.

ARTICLE II, PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
171 Cape Florida Dr.
Key Biscayne, FL 33149

ARTICLE III, CAPITAL STOCK

The number and type of shares of stock that this corporation is authorized to issue and have outstanding at any one time is:

10,000 Shares of Common Stock, Par Value \$0.001

ARTICLE IV, INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Philip G. Heinemann
c/o Anchor Marketing
1177 Kane Concourse
Bay Harbor Islands, FL 33154

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TALLAHASSEE, FLORIDA

ARTICLE V, INCORPORATOR

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

Philip G. Heinemann
c/o Anchor Marketing
1177 Kane Concourse
Bay Harbor Islands, FL 33154

ARTICLE VI, INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the corporation's By-laws. The name and address of the initial Director is:

Juan Esain
171 Cape Florida Dr.
Key Biscayne, FL 33149

ARTICLE VII, INITIAL OFFICERS

This corporation shall have three (3) initial Officers. The number of Officers may be increased or decreased from time to time by the Board of Directors. The name, office and address of the initial Officers are:

Juan Esain, President
171 Cape Florida Dr.
Key Biscayne, FL 33149

Pablo Esain, Vice President
171 Cape Florida Dr.
Key Biscayne, FL 33149


Pablo Esain, Secretary
171 Cape Florida Dr.
Key Biscayne, FL 33149

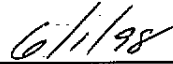
ARTICLE VIII, INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.


ARTICLE IX, AMENDMENT

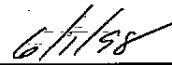
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


Philip G. Heinemann, Incorporator


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Philip G. Heinemann, Registered Agent


Date