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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.
CONTACT: LIDIA FERNANDEZ
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NAME: LAS AMERICAS GLOBAL GROUP, INC.

AUDIT NUMBER.....H98000010587

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

CERT. OF STATUS..1

PAGES..... 3

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAS AMERICAS GLOBAL GROUP, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

LAS AMERICAS GLOBAL GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1601 N W 72ND AVE
MIAMI, FL 33126

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
9572 NW 41 Street
Miami, FL 33178
(305) 593-2003

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ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

VICENTE MEMOLI
1601 N W 72ND AVE
MIAMI, FL 33126

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

VICENTE MEMOLI	1601 NW 72ND AVE
PRESIDENT	MIAMI, FL 33126

ROBERTO GUARNACCIA	1601 NW 72ND AVE
V PRESIDENT/SECRETARY	MIAMI, FL 33126

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles are:

VICENTE MEMOLI 1601 NW 72ND AVE. MIAMI, FL 33126

ROBERTO GUARNACCIA 1601 NW 72ND AVE. MIAMI, FL 33126


ARTICLE IX - INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

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ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 5th day of JUNE, 1998


VICENTE MEMOLI


ROBERTO GUARNACCIA

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That LAS AMERICAS GLOBAL GROUP, INC. desiring to organize under the laws of the state of Florida has appointed VICENTE MEMOLI of 1601 NW 72ND, MIAMI, FL 33126 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of LAS AMERICAS GLOBAL GROUP, INC. 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 agree to comply with the applicable provisions of the Florida Statutes, this 5th day JUNE, 1998


VICENTE MEMOLI
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA