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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OLIVER & COMPANY, U.S.A., INC.

AUDIT NUMBER.....H98000012595

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

OLIVER & COMPANY, U.S.A., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: OLIVER & COMPANY, U.S.A., INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

a) To engage and conduct in any business which is authorized and permitted by the Laws of the State of Florida. Particularly,

Importation and distribution of alcoholic and non-alcoholic beverages.

b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other States, districts, territories, countries, or colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock scrip, warrants, rights,

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Manuel L. Crespo, P.A.
2701 Ponce de Leon Blvd., Suite 302
Coral Gables, FL 33134
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bonds, debentures notes, trust receipts, and other securities, obligations chooses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons public or private, or by the government of the United States of America, or by any foreign government, or by any state territory, province, municipality or other political subdivision or by any governmental agency, and as owners thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the power conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE III. - CAPITAL STOCK

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

1000 (PAR VALUE \$1.00)

All of aforementioned stock is to be issued as fully paid for an exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

\$1000.00

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - ADDRESS

The initial post office address of this corporation in the State of Florida is:

815 S.W. 13th Court, Miami . FL 33135

The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VII. - DIRECTORS

This corporation shall have one directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation from and against any and all claims and liabilities to which such personal shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that nay of the directors of the corporation are peculiarly or otherwise interested in or are directors or officers of such other corporation, any director, individually or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that the firm so interested shall be disclosed or shall be been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

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ARTICLE VIII. - INITIAL DIRECTORS & OFFICERS

NAME

ADDRESS

Augusto R. Lopez

1214 Bird Road
Coral Gables, FL 33146

The following officers will hold office initially until their successors are elected and have qualified:

Augusto R. Lopez
President

1214 Bird Road
Coral Gables, FL 33146

ARTICLE IX. - SUBSCRIBERS

The names and post office address of each subscriber of these Articles of Incorporation are:

NAME

ADDRESS

NO. OF SHARES

Augusto R. Lopez

1214 Bird Road
Coral Gables, FL 33146

1000

ARTICLE X. - AMENDMENT

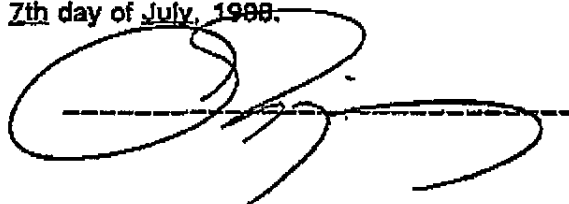
These Articles of Incorporation may be amended in the manner provided by Law, Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI. - REGISTERED AGENT

The Registered Agent and the Registered Office of this corporation shall be:

MANUEL L. CRESPO, ESQ.
2701 PONCE DE LEON BLVD. STE 302
CORAL GABLES, FL 33134

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 7th day of July, 1998.



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STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared

AUGUSTO R. LOPEZ

to me known to be the person described as subscriber in or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in Dade County, State of Florida this 7th day of July, 1998.

NOTARY PUBLIC, STATE OF FLORIDA
NAME:
COMMISSION NO.:

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First - That OLIVER & COMPANY, U.S.A., Inc., desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the articles of
incorporation at City of Coral Gables, County of Miami-Dade, State of Florida has named
MANUEL L. CRESPO, ESQ. located at 2701 Ponce de Leon Blvd, Suite 302, City of Coral
Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process
within this state.

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By _____

Resident Agent

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TALLAHASSEE, FLORIDA

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