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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

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NAME: S & E COMPANY CORP.

AUDIT NUMBER.....H98000014766

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1998

EMPIRE

SUBJECT: S.M.C. & J.E.L. COMPANY
REF: W98000018414

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THE REGISTERED AGENT MUST HAVE A FLORIDA STREET ADDRESS.

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Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION
OF
S.M.C. & J.E.L. COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

S.M.C. & J.E.L. COMPANY

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 9100 SOUTH DADELAND BLVD. SUITE #410 MIAMI, FL 33156.

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: SAULO MOISES CHEJIN 9100 SOUTH DADELAND BLVD. SUITE #410, MIAMI, FL 33156.

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER STREET, #200, MIAMI, FLORIDA 33135 (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

SAULO MOISES CHEJIN ZONA POSTAL 3001 APARTADO 3115
PRESIDENT BARQUISIMETO VENEZUELA

JESUS E. LOPEZ L. ZONA POSTAL 3001 APARTADO 3115
VICE PRES. BARQUISIMETO VENEZUELA

Article VIII

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

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of
Incorporation this 10TH day of AUGUST, 1998.

Ray Stormont
Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICESECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT

994100084H