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LAZARUS CORPORATE FILING SERVICE, INC.
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 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INTERAMERICANA OF EXPORT AND IMPORT, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
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 Will wait
 Photocopy
 Certificate of Status

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 98 SEP -8 PM 4:15
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 98 SEP -8 AM 10:59
 DIVISION OF CORPORATION

Examiner's Initial _____

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

INTERAMERICANA OF EXPORT AND IMPORT, INC.

We, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be INTERAMERICANA OF EXPORT AND IMPORT, INC.

ARTICLE II

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The Corporation shall be organized for the following purposes:

A) To import into and export from the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for importation into and exportation from, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets and to do a general foreign and domestic importing and exporting business.

- B) To engage in the manufacture, sale, purchase, holding, importing and exporting of merchandise and personal property of all manner and description; to act as principals or agents for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the Corporation, or as factor, agent, procurer or otherwise for and on behalf of another;
- C) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible or intangible) of every class, kind and description;
- D) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of 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 guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by any state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote stock;

G) To enter into, make and perform contracts of every kind with any person, firm, association or corporation municipality, political body, country, territory, state, government or colony or dependency or agency thereof;

H) To purchase, hold and reissue any of the shares of its capital stock;

I) In general, to do each and everything necessary, suitable and proper for the accomplish of any of the purpose or the attainment of any of the objects of the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firm, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act of acts things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

J) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE IV

The maximum number os shares of capital stock which this Corporation shall be authorized to have oustanding at any time shall be ONE THOUSAND(1000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00) all of which shall be of the same class and have the same distinguishing characteristics.

ARTICLE V

The amount of capital with which this Corporation shall commence business shall not be less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI

The names and post offices addresses of the person signing these Articles is:

NAME	ADDRESS
Luis Ibarra (President)	14349 SW 125 CT Miami, FL 33186

** This corporation shall have a minimum of one director.

ARTICLE VII

The names and post office addresses of the initial officers of this corporation are as follows:

NAME	ADDRESS
Rosario A. Previte (Vice - President)	Supermercado El Diamante Puerto Ordaz, Ciudad Guayana Venezuela
Ana Reyes (Secretary)	14349 SW 125 CT Miami, FL 33186

ARTICLE VIII

The street address of the initial registered office of this corporation is 14349 SW 125 CT Miami, FL 33186 and the name of the initial registered resident agent of this corporation at the address is Luis Ibarra.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors. The affair of the Corporation shall be managed by the Board of Directors in accordance with the By-laws which may be adopted from time to time.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

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

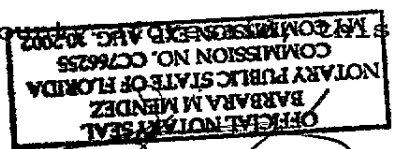
IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 1th day of September, 1998.


Luis Ibarra

STATE OF FLORIDA)
) SS
COUNTY DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LUIS IBARRA , known to me and known by me to be the person who executed the feregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County of ~~DADE~~ ^{DADE} this 1th day of September, 1994.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that INTERAMERICANA OF EXPORT AND IMPORT, INC., desiring
to organize or qualify under the laws of the State of Florida, with
its principal place of business at 14349 SW 125 Ct Miami, Florida
33186, has named LUIS IBARRA as its agent service of process within
the State of Florida.

Signature: 
Luis Ibarra

DATE: 9-2-1998

ACKNOWLEDGEMENT

Having been named 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 I further agree to comply with
the provision of all statutes relative to the proper and complete
performance of my duties.

Signature: 
Luis Ibarra

Date: 9-2-1998

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