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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BRASCO INTERNATIONAL CORP.

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ARTICLES OF INCORPORATION
OF

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BRASCO INTERNATIONAL CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: BRASCO INTERNATIONAL CORP.

The principal place of business of this corporation shall be:

7837 N.W. 72nd Ave., Suite # 3 Miami, FL 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Luigi Feliciani
V/President: Victor Villalobos
Treasurer: Carlos Villalobos
Secretary: Javier Nunez

Avenida El Milagro Maracaibo, Venezuela
Urb Los Olivos, Calle 70 Maracaibo, Venezuela
Urb Los Olivos, Calle 70 Maracaibo, Venezuela
Km 5½ A Perija, Maracaibo, Venezuela

Prepared by: Cesar R. Cruzalegui
7837 N.W. 72nd Ave.
Miami, FL 33166
(305) 889-3448

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ARTICLE VI INCORPORATOR(S)

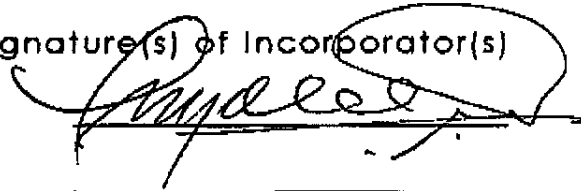
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Cesar R. Cruzalegui

7837 N.W. 72nd Ave., Suite #3
Miami, Fl 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14th day of September, 1998

Signature(s) of Incorporator(s)

A handwritten signature in dark ink, appearing to read 'Cruzalegui', is written over a horizontal line. Below this line is another horizontal line, and further down is a third horizontal line, all of which are currently blank.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BRASCO INTERNATIONAL CORP.

2. The name and address of the registered agent and office is:

Cesar R. Cruzalegui

(P.O. BOX NOT ACCEPTABLE)

7837 N.W. 72nd Ave., Suite 3 Miami, FL 33166

(CITY/STATE/ZIP)

SIGNATURE

Incorporator

TITLE

DATE

09/14/98

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

09/14/98