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Accounting Offices

BILL BENNETT FINANCIAL SERVICES

2523 SW. 177TH TERRACE
HOLLYWOOD, FLORIDA 33029
PHONE: (954)436-6664* Fax: (954)436-6664

September 1, 1998

TRANSMITTAL LETTER

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O BOX 6327
TALLAHASSEE, FL 32314

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-09/08/98--01061--003
*****78.75 *****78.75

SUBJECT: MR. CHIP OF MIAMI, INC.

ENCLOSED IS AN ORIGINAL OF THE ARTICLES OF INCORPORATION AND A CHECK FOR: \$78.75
FOR FILING FEE AND CERTIFICATE.

PLEASE REMIT CERTIFICATE TO OUR ADDRESS SHOWN ABOVE.

Attn Corrairie

FILED
98 SEP -8 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corrairie GIVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 9-16-98
DOC. EXAM CHM

W-20903

ARTICLE OF INCORPORATION

OF

MR. CHIP OF MIAMI, INC.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

MR. CHIP OF MIAMI, INC.

ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in the importation and exportation of various kind merchandise and other related commodities and to provide consultation services of any kind.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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TALLAHASSEE, FLORIDA

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

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

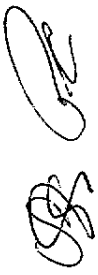
(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

(h) To provide all kinds and types of financial and

investment services, without limit in providing accounting work, bookkeeping, auditing, tax preparation services and all types of business management services etc.

(i) To engage in the business of local and international hotel and travel related services for: Land, Sea and Air. and as ticketing agent, reservation agent for all types of transportation including outer space and time travel. To own and operate shuttle bus service, taxi, courier services, ship and submarine services for business and pleasure.

ARTICLE III

 The total number of shares of capital stock which may be issued by this corporation shall be 1,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one Thousand Dollars (1,000.00).

ARTICLE V

The number of directors of this corporation shall not be less than one (1) nor more than seven (7).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
PAULO R.DE CASTRO	PRESIDENT	10835 SW 88ST. APT#218 MIAMI FL, 33176
VERUSCHKA DA SILVA	VICE-PRESIDENT	10835 SW 88ST. APT#218 MIAMI FL, 33176

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

PAULO R.DE CASTRO	10835 SW 88 ST. APT# 218 MIAMI FL. 33176	500 Shares at \$1.00 par
VERUSCHA DA SILVA	10835 SW 88 ST. APT# 218 MIAMI, FL 33176	500 Shares at \$1.00 par

ARTICLE IX

INITIAL REGISTERED OFFICE & AGENT: The street address of the initial registered office and mailing address is 10835 SW 88 ST. APT #218, MIAMI FLORIDA 33176. and the name of the initial registered agent of this corporation is PAULO R. DE CASTRO. Both the registered agent's address and the registered office address are the same.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE XI

PREEMPTIVE RIGHTS: Every shareholder, 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 pro rata 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

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.


ARTICLE XIII

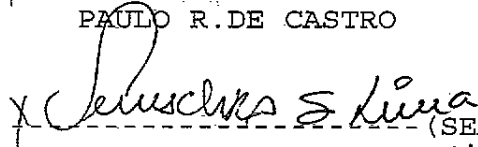
AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

ARTICLE XIV

STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

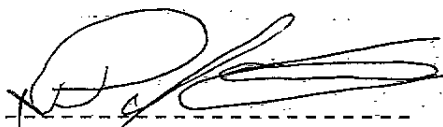
IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to be filed in the office of the Secretary of State, these Articles of Incorporation.


----- (SEAL)
PAULO R. DE CASTRO


----- (SEAL)
VERUSCHKA DA SILVA LIMA

ACCEPTANCE OF REGISTERED AGENT

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
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE: -----

REGISTERED AGENT

DATE: 9-02-98-----

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

