

11/04/98

FLORIDA DIVISION OF CORPORATIONS
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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

FAX #: (305)541-3770

NAME: BY GUS, INC.

AUDIT NUMBER.....H98000020526

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

BY GUS, INC.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

By Gus, Inc.
2875 Biscayne Blvd. Suite 283
Miami, FL 33137

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ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

George G. Sirota, P.A. 200 South Biscayne Blvd Suite 4600 Miami, FL 33131
(305)373-1995 FL 293849

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of
Florida shall be:

Miriam Felzenszwalbe
2875 Biscayne Blvd. Suite 283
Miami, Fl 33137

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be
either increased or decreased from time to time according to the by-laws, but shall never
be less than one.

The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Miriam Felzenszwalbe

2875 Biscayne Blvd. Suite 283
Miami, Fl 33137

The members of this Board of Directors shall hold office until the first annual
meeting of stockholders of the Corporation.

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ARTICLE VII
INCORPORATORS

The name and post office of the Incorporator executing these Articles of
Incorporation is as follows:

INCORPORATOR

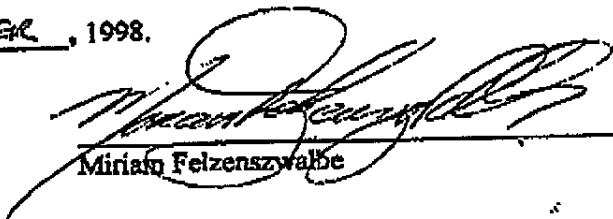
Miriam Felzenszwalbe

ADDRESS

2875 Biscayne Blvd. Suite 283
Miami, FL 33137

The undersigned, being the original subscriber to these Articles of Incorporation,
for the purpose of forming a Corporation for profit and to do business both within and
without the State of Florida, do hereby make, subscribe, acknowledge and file these
Articles of Incorporation, hereby declaring and certifying that the facts herein stated are
true and, accordingly, has hereunto set his hand and seal this

3rd day of NOVEMBER, 1998.


Miriam Felzenszwalbe

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STATE OF FLORIDA)


) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared MIRIAM FELZENSZVALBE, the person described as Incorporator in the foregoing Articles of Incorporation or who presented the following identification:

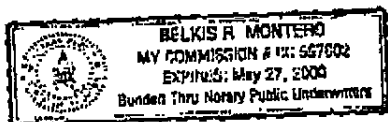
Presented Brazilian Pass port # CF 294430

WITNESS my hand and seal at Miami, DADE County, Florida
this 3rd day of November, 1998.



Notary Public
State of Florida

My Commission expires:

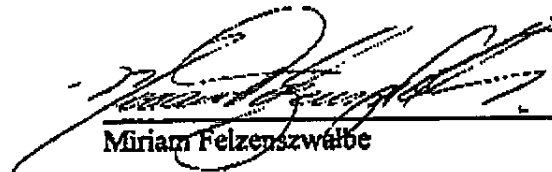


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**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
MIRIAM FELZENSZWALBE, as its registered Agent to accept service of process
within this State.


Miriam Felzenszwalbe

The undersigned hereby accepts the foregoing designation as Registered Agent
for service of process within the State of Florida, and agrees to comply with the provisions
of the law applicable to said designation.


Miriam Felzenszwalbe

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TALLAHASSEE, FLORIDA

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