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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GALAXY GROUP USA, INC.

AUDIT NUMBER.....H98000021260

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION OF
GALAXY GROUP USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is GALAXY GROUP USA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2246 NW 82nd Avenue
Miami, FL 33122

ARTICLE III SHARES

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

100 shares of \$1.00 per value common stock

ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

NAME	ADDRESS
Juan Carlos Delgado President	7450 SW 132 nd Avenue Miami, FL 33183
Esperanza M. Delgado V.P., Secretary	7450 SW 132 nd Avenue Miami, FL 33183

Prepared by: Sergio Massa, Accountant
Business Authority Corp.
8347 SW 40th Street
Miami, FL 33155
Tel: (305) 220-3420

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ARTICLE V INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are:

Juan Carlos Delgado
7450 SW 82nd Avenue
Miami, FL 33183


Juan Carlos Delgado

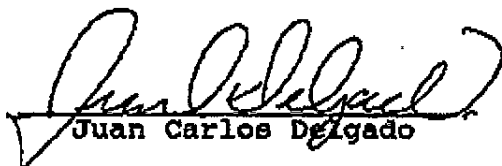
ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Juan Carlos Delgado
7450 SW 132nd
Miami, FL 33183

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Juan Carlos Delgado

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