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November 16, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of A & P International Trading Corp.

To whom it may concern:

Please be advised that the undersigned attorney represents the incorporators of A & P International Trading Corp.

Pursuant to same, I am herewith enclosing an original and copy of my client's Articles of Incorporation which I would appreciate your filing with your department and thereafter returning a stamped copy of same along with an appropriate Certificate of Filing directly to my attention in the self-addressed stamped envelope.

I am also enclosing my check in the sum of \$70.00 to cover your filing fee.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR/ar
Enclosure

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

A & P INTERNATIONAL TRADING CORP.

THE UNDERSIGNED do hereby associate
for the purpose of forming a corporation under the laws of the
State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

A & P INTERNATIONAL TRADING CORP.

ARTICLE II - PURPOSE

A. To carry on and engage in the selling, distributing,
wholesaling, retailing, importing, exporting of various types of
products, inventory, equipment and merchandise, including but not
limited to any and all costs necessary and/or related thereto.

B. To carry on and engage in any business or activity
which may be authorized and permitted under and by virtue of the
laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock
in the following manner, to wit:

(1000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those
conferred by the bylaws of the Corporation and the laws of the
State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

6995 Northwest 82nd Avenue
Bay 41
Miami, Florida 33166

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be ENRIQUE A. ALVAREZ, and the Registered Office shall be located at: 6995 N. W. 82nd Avenue, Bay 41, Miami, Florida 33166, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Enrique A. Alvarez	President	6995 N.W. 82nd Ave. Bay 41 Miami, Florida 33166
Raquel Alvarez	Vc. Pres./Treas.	6995 N.W. 82nd Ave. Bay 41 Miami, Florida 33166
Carlos Pinto To be assigned 390 shares common stock	Secretary	Alto Barinas Norte AV Columbia Kloster Las Palmas #32 Barinas-Estado de Barinas Venezuela
Eyra Hernandez de Pinto To be assigned 500 shares of common stock	Secretary	Alto Barinas Norte AV Columbia Kloster Las Palmas #32 Barinas-Estado de Barinas Venezuela
Luis Alfonso Rodriguez Rivera To be assigned 50 shares of common stock	Secretary	Avenida Marquez de Pumar Apartmento A-2 Barinas Venezuela

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Enrique A. Alvarez	6995 Northwest 82nd Avenue Bay 41 Miami, Florida 33166

Raquel Alvarez

6995 Northwest 82nd Avenue
Bay 41
Miami, Florida 33166

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u> <u>SHARES</u>	<u>AMOUNT OF</u> <u>SHARES</u>
Enrique A. Alvarez	6995 N.W. 82 Ave. Bay 41 Miami, Florida	410	\$ 410.00
Raquel Alvarez	6995 N.W. 82 Ave. Bay 41 Miami, Florida	100	\$ 100.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, THE have hereunto set our hands and seal at Dade County, Florida, this 6 day of Nov., 1998.

Enrique Alvarez (SEAL)
ENRIQUE A. ALVAREZ

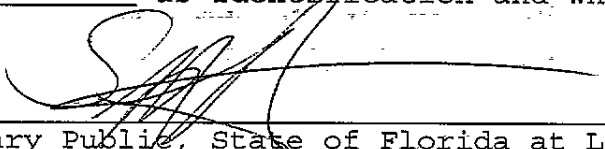
Raquel Alvarez (SEAL)
RAQUEL ALVAREZ

____ (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF)

The foregoing instrument was acknowledged before me this 06 day of Nov., 1998, by Enrique A. Alvarez, who is personally known to me or has produced license as identification and who did (did not) take an oath; by Raquel Alvarez, who is personally known to me or who has produced license as

identification and who did (did not) take an oath; by _____
_____, who is personally known to me or who has produced _____
_____ as identification and who did (did not) take an oath; by
_____, who is personally known to me or who has
produced _____ as identification and who did
(did not) take an oath.


Notary Public, State of Florida at Large

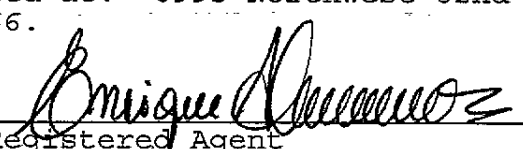
My Commission Expires:



Stephen N Rosenthal
My Commission CC728849
Expires March 29, 2002

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of A & P INTERNATIONAL TRADING CORP., and agree to
serve as its Registered Agent, to accept service of process within the
State as its Registered Office located at: 6995 Northwest 82nd
Avenue, Bay 41, Miami, Florida 33166.


Registered Agent
ENRIQUE A. ALVAREZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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