

TA-12/17/98

**ARTICLES OF INCORPORATION
OF
SURROUNDBUY CORP.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: SURROUNDBUY CORP.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 100,000 shares of common stock, \$.01 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 8357 West Flagler Street Suite 123, Miami, Florida 33144. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than Two: (2) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 2. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

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98 DEC 15 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Armando Barreiro, Jr.
8025 S.W. 4th
Miami, Florida 33144

Director

Alfonso Barreiro
8027 S.W. 4th
Miami, Florida 33144

Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have

the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors, of this corporation against any contingency or peril as may be determined to be in best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Armando Barreiro, Jr. 8025 S.W. 4th Street, Miami, Florida 33144

ARTICLE XII CONTRACTS

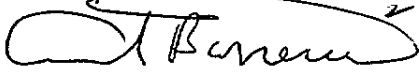
No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XIII RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Israel Perez, Jr., Attorney-at-Law
8775-B N.W. 13 Terrace
Miami, Florida 33172

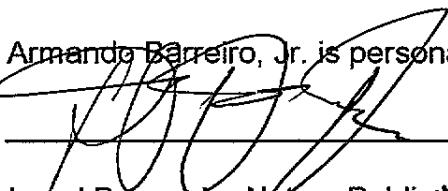
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation on December 11th, 1998.



Armando Barreiro, Jr.

Subscribed and Sworn on December 11th, 1998
Before me:

Armando Barreiro, Jr. is personally known to me:



Israel Perez, Jr., Notary Public
My Commission Expires

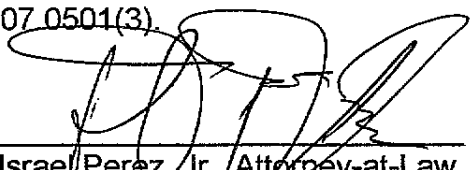


Israel Perez, Jr.
My Commission CC584824
Expires Sep. 15, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for SURROUNDBUY CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: Dec. 11, —, 1998


Israel Perez Jr., Attorney-at-Law
8775-B N.W. 13th Terrace
Miami, Florida 33172
(305)436-8545

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA