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ACCOUNT NO. : 072100000032

REFERENCE : 118758 162199A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 1, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 118758-005

CUSTOMER NO: 162199A

200002760052--5

-02/01/99--01084--009

*****78.75 *****78.75

CUSTOMER: Rick M. Morse, Cpa
RICK M. MORSE, CPA, P.A.
RICK M. MORSE, CPA, P.A.
Suite 201
7800 N. University Drive
Tamarac, FL 33321

DOMESTIC FILING

NAME: SOUTH AMERICAN MANUFACTURING
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 4:49

g 2/1/99

DIVISION OF CORPORATION

99 FEB -1 PM 12:15

RECEIVED

ARTICLES OF INCORPORATION
OF
SOUTH AMERICAN MANUFACTURING GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 4:50

ARTICLE I

NAME

The name of this Corporation shall be :

SOUTH AMERICAN MANUFACTURING GROUP, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of IMPORTING
and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 5000 shares of \$ 1
par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this
corporation is:

100 48-50 NW 46TH STREET
SUNRISE, FLORIDA 33351

and the name of the initial registered agent of this
corporation at the above address is:

ENRIQUE A. CATAMAGLIA

ARTICLE V

DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

ENRIQUE A. CATAMAGLIA
100 48-50 NW 46TH STREET
SUNRISE, FLORIDA 33351

ARTICLE VI

INCORPORATOR

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

ENRIQUE A. CATAMAGLIA
100 48-50 NW 46TH STREET
SUNRISE, FLORIDA 33351

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

INDEMNIFICATION

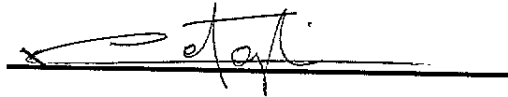
The corporation shall indemnify any officer or director or former officer or former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28th day of January 1999



STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 28th DAY of January, 1999 ENRIQUE A. CATAMAGLIA appeared before me the undersigned authority, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.


Notary Public

ss: My Commission Expires:



RICK M. MORSE
COMMISSION # CC 594653
EXPIRES NOV 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 4: 50

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES.
THE FOLLOWING IS SUBMITTED;

SOUTH AMERICAN MANUFACTURING GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SUNRISE, FLORIDA HAS NAMED ENRIQUE A. CATAMAGLIA LOCATED AT 100 48-50 NW 46TH STREET, SUNRISE, FLORIDA 33351 IS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


CORPORATE OFFICER

TITLE

x PRESIDENT

DATE

x 01-28-99

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE

x 01-28-99.