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CRISTINA P. FERNANDEZ

1365 Stillwater Drive
Miami Beach, FL 33141-1029

Phone/Fax No. (305) 866-9818

February 2, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300002767393--5
-02/08/99--01063--007
*****122.50 *****78.75

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation of:

MERCOALES EXPORT & IMPORT, INC.

We are also attaching herewith a check payable to the Secretary of State in the amount of \$ 122.50, to cover for its filing fees.

Sincerely,


Registered Agent

FILED
99 FEB -8 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: SHOULD YOU HAVE ANY QUESTION REGARDING THE ABOVE, PLEASE CALL:

CRISTINA P. FERNANDEZ
(305) 886-9818

B. BROCK FEB 10 1999

**ARTICLES OF INCORPORATION
OF
MERCOSALES EXPORT & IMPORT, INC.**

ARTICLE ONE

The name of the corporation is: **MERCOSALES EXPORT & IMPORT, INC.**

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

The Corporation's principal office is located at:

8375 N.W. 68TH. STREET
MIAMI, FL 33166

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, of the par value of ONE DOLLAR (\$ 1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares, consideration of the value of: \$ 100.00, consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is: 1365 Stillwater Drive, Miami Beach, FL 33141-1029, and the name of its initial registered agent at such address is Cristina P. Fernandez.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is 1, and the name(s) and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Position	Address
ENZO RENE AGUILERA	Pres/Sec/Treas	10288 N.W. 9 Street Cir, Unit 306, Miami FL 33172

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TALLAHASSEE, FLORIDA

ARTICLE EIGHT

The name and address of each incorporator is:

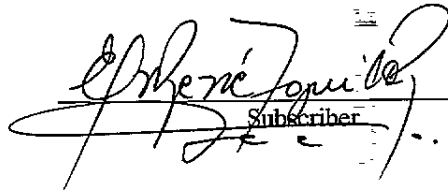
Name	Mailing Address
ENZO RENE AGUILERA	10288 N.W. 9 Street Circle, Unit 306, Miami FL 33172

ARTICLE NINE

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

ENZO RENE AGUILERA
10288 NW 9th. Street Circle, Unit 306
Miami, FL 33172

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd. Day of February, 1999.

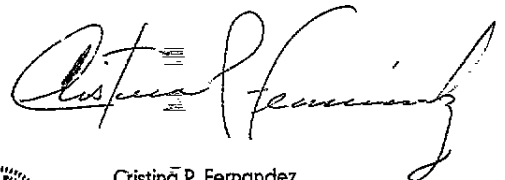

Subscriber

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Enzo Rene Aguilera, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 2 of February, 1999.





Cristina P. Fernandez
MY COMMISSION # CC730383 EXPIRES
May 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

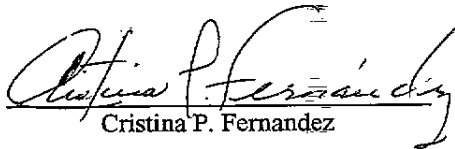
ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned, named as Resident Agent in the Articles of Incorporation of:

MERCOSALES EXPORT & IMPORT, INC.

does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said corporation.

Dated in Miami, Dade County, Florida this 2 of February, 1999.


Cristina P. Fernandez

FILED
99 FEB -8 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA