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LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
 3320 S.W. 87th AVENUE
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 MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

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 -02/17/99--01046--012
 *****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- U.S. CONNECTION SERVICES & DISTRIBUTOR, INC.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
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 DIVISION OF CORPORATION

2/17
 Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

U.S.. CONNECTION SERVICES & DISTRIBUTOR, INC.

ARTICLE II PRINCIPAL OFFICE

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

6501 NW 36th STREET STE. 165
MIAMI, FL. 33166.

MAILING ADDRESS:
13420 NW 4th STREET -202
PEMBROKE PINES, FL. 33028

ARTICLE III SHARES

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

500 (FIVE HUNDRED SHARES)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ALESSANDRO CORREA MORAES - 13420 NW 4th STREET -202
PEMBROKE PINES, FL. 33028.

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TALLAHASSEE FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

SEE IN OTHER SHEET ATTACH.

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

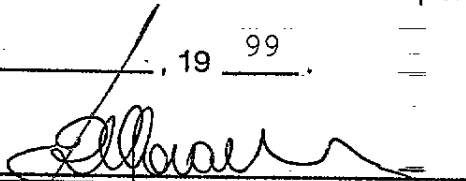
ROBERTO CORREA MORAES - 13420 NW 4th STREET # 202
PEMBROKE PINES, FL. 33028.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this


5 day of FEBRUARY, 19 99.

AIE

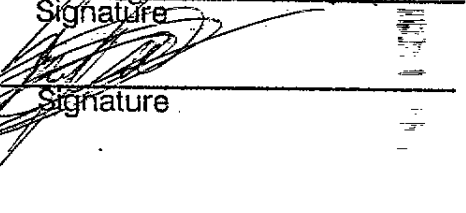
SAN



Signature



Signature



Signature

THE NAMES AND STREET ADDRESSES OF THE INCORPORATORS TO
THESE ARTICLES OF INCORPORATION ARE:

ROBERTO CORREA MORAES	- PRESIDENT 13420 NW 4th STREET # 202 PEMBROKE PINES, FL. 33028
ALESSANDRO CORREA MORAES	- VICE-PRESIDENT 13420 NW 4th STREET # 202 PEMBROKE PINES, FL. 33028.
SANCLER CORREA MORAES	- TREASURY 13420 NW 4th STREET # 202 PEMBROKE PINES, FL. 33028.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: U.S. CONNECTION SERVICES & DISTRIBUTOR, INC.

2. The name and address of the registered agent and office is:

ALESSANDRO CORREA MORAES.

(NAME)

13420 NW 4th STREET # 202

(P.O. BOX NOT ACCEPTABLE)

PEMBROKE PINES, FL. 33028.

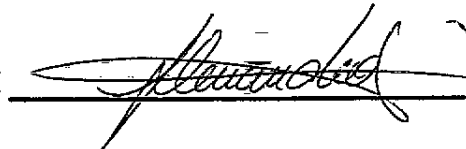
(CITY/STATE/ZIP)

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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.

ALE

SIGNATURE



DATE
