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LAW OFFICES  
JOSEPHS, JACK & GAEBE

A PROFESSIONAL ASSOCIATION

March 11, 1999

800002806048--3  
-03/15/99-01110-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

(Via Air Borne Express)

EFFECTIVE DATE  
3-12-99

Office of the Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 31399

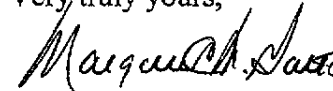
Re: Frontier International Marketing Group, Inc.  
Our File No. 90-5010

Dear Madam/Sir:

Enclosed is the original and one copy of Articles of Incorporation for the above referenced corporation, together with our firm check in the sum of \$70.00 representing the filing fee.

Thank you.

Very truly yours,



Margaret M. Gatto  
Legal Assistant

MMG:wp  
Enclosures

FILED  
99 MAR 15 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 19 1999

ARTICLES OF INCORPORATION  
OF

FRONTIER INTERNATIONAL MARKETING GROUP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

EFFECTIVE DATE

3-12-99

The name of the Corporation ("Corporation") is FRONTIER INTERNATIONAL MARKETING GROUP, INC.

ARTICLE II

The existence of the Corporation shall begin on March 12, 1999.

ARTICLE III

The street address of the principal office of the Corporation is Miami Free Zone, 2305 N.W. 107th Avenue, Suite 107, Miami, FL 33172.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100), par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

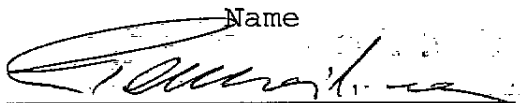
ARTICLE V

The initial street address of the Corporation's registered office is Miami Free Zone, 2305 N.W. 107th Avenue, Suite 107, Miami, FL 33172. The initial registered agent for the Corporation at that address is German Leiva.

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ARTICLE VI

The initial board of directors shall consist of One (1) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
 German Leiva	2305 N.W. 107th Avenue Suite 107 Miami, FL 33172

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
<u>German Leiva</u>	As above

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on March 12, 1999.

  
Name: German Leiva

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FRONTIER INTERNATIONAL MARKETING GROUP, INC. 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).



Name: German Leiva

Date: March 12, 1999

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