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GLADYS R. NAVARRO

Attorney at Law

801 Brickell Avenue
9th Floor
Miami, Florida 33131

Mailing Address:
Post Office Box 651339
Miami, Florida 33265
e-mail: grnavarro@compuserve.com

Telephone:
(305) 372 1133
Fax: (305) 554 9791

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 PM 12:45

March 10, 1999

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Department of Revenue
Tallahassee, Florida

Re: A & S INT'L. INVESTMENTS, INC.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above company together with a check in the amount of \$87.50 for filing fee, certified articles and certificate of good standing. Kindly send these documents to me at: P. O. Box 651339, Miami, Florida 33265. Thank you.

Very truly yours,

Gladys Navarro
GLADYS R. NAVARRO

GRN:mos
Enc.

Gladys Navarro GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art I + Cert*
DATE *3/19/99*
DOC. EXAM *W. A. Brewer*

D. BROWN MAR 19 1999

ARTICLES OF INCORPORATION

OF

A & S INT'L. INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
99 MAR 15 PM 12:45

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be A & S INT'L. INVESTMENTS, INC. and the initial address of this corporation shall be c/o Gladys R. Navarro, Esq., 801 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE II

This corporation may engage in any business or activity permitted by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$0.01	common

The consideration for all the said stock shall be payable in cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter.

ARTICLE V

The initial registered office of this corporation shall be at c/o Gladys R. Navarro, Esq., 801 Brickell Avenue, Suite 900, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Gladys R. Navarro.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the initial directors of this corporation who shall hold office for the year or until his successors are duly elected and qualified shall be:

Adolfo Ron de la Rica
c/o Gladys R. Navarro, Esq.
801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE VIII

The name and address of the incorporator is Adolfo Ron de la Rica, c/o Gladys R. Navarro, Esq., 801 Brickell Avenue, Suite 900, Miami, Florida 33265.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if here were not such director or officer of such corporation, or not so interested.

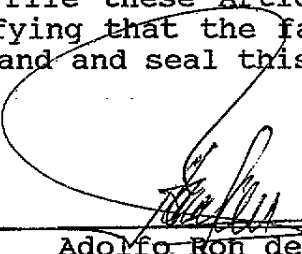
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of March, 1999.



Adolfo Ron de la Rica
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

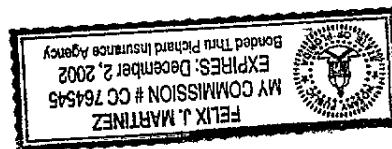
Before me, the undersigned authority, personally appeared ADOLFO RON DE LA RICA, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in the State and County aforesaid, this 9th day of March, 1999.



Notary Public
State of Florida at Large

My Commission Expires:



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

In compliance with the laws of Florida, the following is submitted:

First: That A & S INT'L. INVESTMENTS, INC. desiring to organize under the laws of the State of Florida, has named GLADYS R. NAVARRO, 9800 S.W. 19 Street, Miami, Florida 33165, as its statutory Registered Agent.

Having been named the statutory Registered Agent, of the above corporation at the place designated in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0505 Florida Statutes.


GLADYS R. NAVARRO
Registered Agent

Dated: this 10th day of March, 1999

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STATE
SECRETARY'S
DIVISION
99 MAR 15 PM 12:45