P99000042620

May 4, 1999

Division of Corporations, State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

800002865658--7
-05/06/99--01088--009
*****87.50 *****87.50

RE: Incorporation filing for; TRADE-CRAFT, INTL., INC. & AMERICA'S ENGINEERING AND CONSULTING, INC.

Dear Sr.:

Attached you will find the filing documents for the entities mentioned above with the respective filing fee.

Please mail the corresponding certificates to:

P.O. BOX 370684
MIAMI, FLORIDA 33137

We appreciate very much the attention that you will give to this matter.

Respectfully

Javier López-Farfan
Resident Agent

CC: File

FILED
99 MAY -6 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
99 MAY -6 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

AMERICA'S ENGINEERING & CONSULTING, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural persons competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: AMERICA'S ENGINEERING & CONSULTING, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: TO DEVELOP, BUILD TO CONSULT FOR THE CONSTRUCTION TRADE, AS WELL AS.......

To conduct business in, have one or more officers in, and buy, hold, mortage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell of pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortages, transfer or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.
To guarantee, endorse, purchase, hold, sell, transfer, mortage, pledge or otherwhise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of goverment, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is: 6,000 shares of common stock having a nominal of: $ 1.00

ARTICLE IV. INITIAL CAPITAL

The amount of capital with wich this corporation will begin business is: $ 600.00 .

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

3550 BISCAYNE BLVD., MIAMI, FLORIDA 33137

The initial post office address of the initial office of this corporation in the State of Florida is: P.O. BOX 370684, MIAMI, FLORIDA 33137.
The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have: 2 Directors initially. The number of Directors may be increased or diminished from time to time, by laws adopted by the stockholders, but shall never be less than: 2 (TWO).

ARTICLE VIII. INITIAL DIRECTORS AND OFFICER

The names and post office addresses of the member of the first Board of Directors are:

NAME	ADDRESS	OFFICE
FERNANDO LOPEZ-FARFAN	AVE. LAS AGUAS 1013 & YLANES, URDESA, GUAYAQUIL, ECUADOR.	PRESIDENT, TREASURER
JAVIER LOPEZ-FARFAN	330 N.W. 37th ST. MIAMI, FLORIDA 33127	V.P., SECRETARY

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation are:

NAME	ADDRESS
FERNANDO LOPEZ-FARFAN	SAME ABOVE
JAVIER LOPEZ-FARFAN	SAME ABOVE

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be:
3550 BISCAYNE BLVD., MIAMI, FLORIDA 33137,
and the resident is: JAVIER LOPEZ-FARFAN.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided bu law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by majority of the stock entitled to vote thereon.

JAVIER LOPEZ-FARFAN

STATE OF FLORIDA)
: SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:
FERNANDO LOPEZ-FARFAN & JAVIER LOPEZ-FARFAN
to me known to be the person described as subscriber in and who executed theforegoing described Article of Incorporation, and they acknowledged before me they subscribed their names hereto for the purposes therein expressed.
WITNESS my hand and official seal at Miami, Dade County, Florida, this 7th day of April 1999

NOTARY PUBLIC, State of Florida

JUAN E. RAMIREZ
MY COMMISSION # CC 763807
EXPIRES: July 30, 2002
Bonded Thru Notary Public Underwriters

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

IN COMPLIANCE WITH SECTION 48,901, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT AMERICA'S ENGINEERING & CONSULTING, INC.
(Name of Corporation)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI (City), STATE OF FLORIDA (State), HAS NAMED JAVIER LOPEZ-FARFAN (Name of Resident Agent) LOCATED AT
3550 BISCAYNE BLVD., MIAMI, FLORIDA 33137,
(Street Address and Number Of Building, Post Office Box Addresses are not acceptable)
CITY OF MIAMI (City), STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA,

FILED
99 MAY -6 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE ______
(Corporate Officer)
TITLE PRESIDENT
DATE 4-7-99

HAVING BEEN HAMED 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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,

SIGNATURE H. Javier Lopez Farfan
(Resident Agent)
DATE 4-7-99