

CARTER LAW OFFICES

PROFESSIONAL ASSOCIATION

June 23, 1999

P9000060567

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

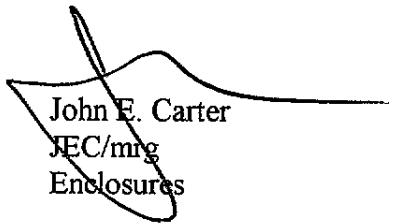
Re: International Auto Leather, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for International Auto Leather, Inc. I am also enclosing our check in the amount of \$78.75 for the filing fee and certified copy.

Your anticipated prompt attention to this letter would be appreciated. If you have any questions, please do not hesitate to contact me.

Very truly yours,


John E. Carter
JEC/mrg
Enclosures

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FILED

99 JUL -1 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1200 N. Federal Highway, Suite 312
Boca Raton, FL 33432
Boca: 561-368-9900 Broward: 954-427-0933
Facsimile: 561-368-0293

ARTICLES OF INCORPORATION
OF
INTERNATIONAL AUTO LEATHER, INC.

FILED
99 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME:

The name of this corporation is: INTERNATIONAL AUTO LEATHER, INC.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: PMB 206, 21218 St. Andrews Blvd., Boca Raton, Florida 33433-2435.

ARTICLE III

PURPOSE:

This corporation is organized to engage in any lawful business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 100 shares of Common Stock having a nominal or par value of One (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One (\$1.00) Dollars.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The name and address of the initial registered agent of this corporation is: CARTER LAW OFFICES, 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE VI

BOARD OF DIRECTORS:

The number of Directors may be altered from time to time By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII

INITIAL DIRECTORS:

The name and address of the principals of the corporation and their titles are:

CARLOS PINEDA	President
LUIS LORENZO BERNAL	Vice-President
LUIS LORENZO BERNAL	Secretary
LUIS LORENZO BERNAL	Treasurer

ARTICLE VIII

INCORPORATOR:

The name and address of the person signing these Articles is: JOHN E. CARTER, Carter Law Offices, 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE IX

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any

former officer or director to the extent permitted by law.

ARTICLE X

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 23rd day of June, 1999.

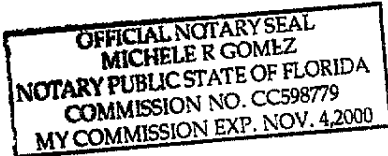
CARTER LAW OFFICES

By: John E. Carter

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd
day of June, 1999, by JOHN E. CARTER who is personally known to me.



Michele R. Gomez
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of:
INTERNATIONAL AUTO LEATHER, INC., and my address for that purpose
is: 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

CARTER LAW OFFICES

By: [Signature]
JOHN E. CARTER, ESQ.

FILED

99 JUL - 1 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA