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OCTOBER 1, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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****122.50 *****78.75

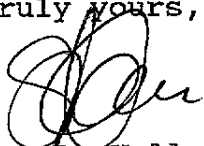
ref: INGRAHAM USA, CORP.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check for \$122.50 to register the above named professional association.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named professional association.

Very truly yours,



Santiago De Valle, CPA
Certified Public Accountant

INGRAHAM USA, CORP.
13876 SW 56TH STREET Ste 148
MIAMI, FL 33175
PHONE #(305) 383-6550

FILED
99 OCT 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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ARTICLES OF INCORPORATION OF

INGRAHAM USA, CORP.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is to be: INGRAHAM USA, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the IMPORTATION, EXPORTATION, MARKETING AND DISTRIBUTION of commercial machinery, office equipment, household goods, commercial goods and produce wheather domestic or foreign in accordance with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares of \$1.00 par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the "Initial Registered Agent Office" and the name of the "Initial Registered Agent" at that office is:

NAME	SANTIAGO DE VALLE, CPA
ADDRESS	301 ALMERIA AVE Ste 365
CITY	CORAL GABLES, FL 33134
PHONE	(305) 446-2804

The initial principal office and mailing address of the corporation is:


NAME	INGRAHAM USA, CORP.
ADDRESS	13876 SW 56TH STREET Ste 148
CITY	MIAMI, FLA 33175
PHONE	(305) 383-6550

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

INGRAHAM USA, CORP.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 1ST day of OCTOBER, 1999.

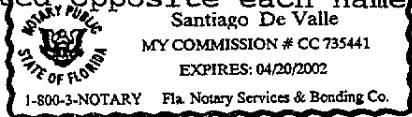
 (Seal)
CONSTANTINO GUERRERO

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared:

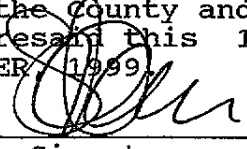

CONSTANTINO GUERRERO

personally known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named person(s) as indicated opposite each name, and that an oath was not taken.



Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 1ST day of OCTOBER, 1999.


Signature

SANTIAGO DE VALLE
(Notary's name)

ARTICLES OF INCORPORATION OF

INGRAHAM USA, CORP.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, as needed, by the corporate By-Laws but shall never be less than one (1). The names and addresses of the initial corporate directors is as follows:

NAME	CONSTANTINO GUERRERO, PRESIDENT
ADDRESS	13876 SW 56TH STREET Ste 148
CITY	MIAMI, FL 33175

ARTICLE VII - INCORPORATORS

The name of the incorporator(s) signing these Articles of Incorporation is/are as follows:

NAME	CONSTANTINO GUERRERO, PRESIDENT	
ADDRESS	P.O. BOX 830722	264-76-2393
CITY	MIAMI, FL 33175	FED I/D

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

INGRAHAM USA, CORP.

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

The above named corporation desiring to organize under the
laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at

ADDRESS	13876 SW 56TH STREET Ste 148
CITY	MIAMI, FLA 33175
PHONE	(305) 383-6550

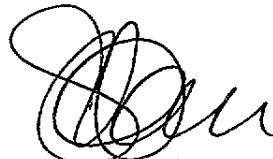
has named SANTIAGO DE VALLE, CPA
located at the following address, as its Registered Agent to
accept service of process within this State.

301 ALMERIA AVE Ste 365
CORAL GABLES, FL 33134

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TALLAHASSEE, FL
SECRETARY OF STATE

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place de-
signated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in
this capacity in behalf of INGRAHAM USA, CORP. and to comply
with the provisions of Florida Law in keeping said office.



REGISTERED AGENT