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FLORIDA DIVISION OF CORPORATIONS
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192 W FLAGLER ST
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MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H98000000031)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DB INTERNATIONAL SERVICES, CORP.
FAX AUDIT NUMBER: H98000008631
DATE REQUESTED: 06/09/1996
CERTIFIED COPIES: 1
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DIVISION OF CORPORATIONS

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PREPARED BY:
ELYANE WECHTINGER
141 NE 2nd Ave. #206
Miami, FL 33132
(305) 373-6211

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: DB INTERNATIONAL SERVICES, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

8524 SW 107 AVENUE STE A2
MIAMI, FL. 33173

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TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

8524 SW 107 AVENUE STE A2
MIAMI, FL. 33173

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

DURVAL FUSCHINI FILHO

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

ANDREA GUERRATO CORREA
PRESIDENT / DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

DURVAL FUCCHINI FILHO
8524 SW 107 AVENUE SUITE A2
MIAMI, FL. 33173

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9th DAY OF MAY OF 1996.

Incorporator

H96000006631

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:
DB INTERNATIONAL SERVICES, CORP.

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 9th DAY OF MAY .1996.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000006631



H96000006624

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT DB INTERNATIONAL SERVICES, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
DURVAL FURCHINI FILHO

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
DB INTERNATIONAL SERVICES, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

96 MAY -9 PM 5:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9th DAY OF MAY . 1996.

Registered Agent

H96000006631

P96000040210

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

600002124755--7
 03/26/97--01005--023
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. D.P. INTERNATIONAL SERVICES, CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 97 MAR 26 PM 1:53
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Examiner's Initials

FILED
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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to Section 607.177 of Florida Statutes, the under-
signed corporation adopts the following articles of amendment
to its articles of incorporation.

FIRST

DB

The name of the corporation is: **S-B. INTERNATIONAL SERVICES,
CORP.** (Document Nr. P96000040210).

The principal place of business and mailing address of this
corporation is **7223 NW 54 ST., MIAMI, FL, 33166.**

SECOND

The following amendments to the articles of incorporation
were adopted by the corporation:

DURVAL FUSCHINI FILHO _____ **500** _____ **Shares**

LUIS F. GUERRATO _____ **500** _____ **Shares**

THIRD

The name of the new registered agent of this corporation is
ANDREA GUERRATO CORREA.

The street address of the registered agent of this
corporation is **14416 SW 142 Ct. Miami, Florida 33186.**

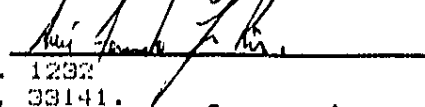
Having been named to accept service of process for the above
stated corporation, at the place designated in these Articles
of Amendment to Articles of Incorporation, I hereby agree to
act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and
complete performance of my duties, and I accept the duties
and obligations of section 607.325 of Florida statutes.


Agent Sign _____
February 21, 97

FOURTH

This corporation shall have three directors. The number of directors may be increased or diminished from time to time as provide for by the Bylaws, but shall never be less than two. The names and street addresses of the directors of this corporation are:

DURVAL FUSCHINI FILHO  **President**
6039 Collins Ave. 1232
Miami Beach, FL., 33141.

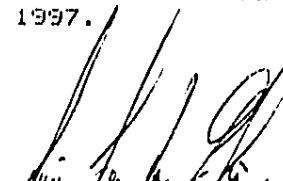
LUIS F. GUERRATO  **Vice-President.**
6039 Collins Ave. 1232
Miami Beach, FL., 33141.


ANDREA GUERRATO  **Secretary.**
14416 SW 142 Ct.
Miami, FL., 33166.

FIFTH

The amendments were adopted by the shareholders of the corporation on this 21 of February of 1997.


Durval Fuschini Filho
President.

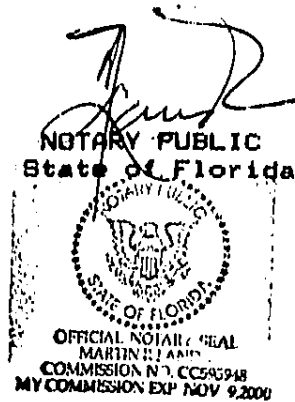

Luis F. Guerrato
Vice-President


Andrea Guerrato
Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared **Durval Fuschini Filho, Luis F. Guerrato, and Andrea Guerrato** to me known to be the persons who executed the foregoing articles of amendment to the articles of incorporation according to the law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this February 21, 1997.



My commission Expires:

[Handwritten signatures and initials on the right margin]