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ACCOUNTANT

ESTA

P. O. BOX 4562
TAMPA, FLORIDA 33614

813-877-9615

FAX 813-877-3257

NATIONAL 1-800-293-7085

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*****70.00 *****70.00

STATE OF FLORIDA

DIVISION OF CORPORATION

P. O. BOX 6327

TALLAHASSEE, FLORIDA 32301

RE: VENEZUELAN SUNCOAST ASSOCIATION, INC.

DEAR SIR:

ATTACHED PLEASE FIND REVISED COPY OF ARTICLES OF INCORPORATION OF ABOVE REFERENCED CORPORATION.

AFTER PROCESSING PLEASE RETURN TO:

VENEZUELAN SUNCOAST ASSOCIATION, INC.
P. O. BOX 23565
TAMPA, FLORIDA 33623-3565

THANK YOU FOR YOUR COOPERATION, I REMAIN,

SINCERELY

P. J. TESTA
ACCOUNTANT

FILED
00 DEC 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 DEC 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VENEZUELAN SUNCOAST ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation,
each a natural person competent to contract, hereby forms a corporation
under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

VENEZUELAN SUNCOAST ASSOCIATION, INC.

ARTICLE II

NATURE OF BUSINESS:

To hire and employ agents, servants and employees, and to enter
into agreements of employment and collective bargaining agreements, and
to act as agent, contractor, trustee, factor or otherwise, either alone
or in company with others.

To carry on any business whatsoever that this corporation may deem
proper or convenient in connection with any of the foregoing purposes
or otherwise, or that it may deem calculated directly or indirectly, to
improve the interest of this corporation and to do all things specified

in and to have to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which may at any time hereafter to amended, and to do any and all things herein above set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as statement of both purposes and power, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise state, be in no way limited, or restricted by any term or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

To, take, buy, exchange, sell, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop such property interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of this corporation.

To render personal and business services to other persons, firms

and corporations, and to deal generally in all forms of business as the officers or the corporation may from time to time determine.

To contract debts and borrow money at such rates of interest as its Board of Directors may deem necessary or expedient, and shall authorize or agree upon notes and other evidences of indebtedness, secured or unsecured, execute such mortgages or other instruments encumbering its property or credit to secure the payment of money borrowed or owing by it, as may be required in the general nature of the business.

To acquire or pledge, sell or otherwise deal in stocks, bonds, mortgages, securities, notes and commercial papers of every kind issued by corporations, associations, and individuals.

To take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, assessments, privileges, choice in action, notes, bonds, mortgages, and securities as may lawfully be acquired, and held by corporations under the laws of the State of Florida.

To do and perform all acts and things which are in the permitted powers of a corporation for profit organized and existing under the laws of the State of Florida.

ARTICLE III

NON PROFIT ORGANIZATION

This corporation shall be a non - profit social organization. Further said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code(or corresponding section of any future Federal tax code.)

ARTICLE IV

DISTRIBUTION OF FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually unless earlier dissolved in accordance with or by operation of law. Further upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

3112 EGRET TERRACE SAFTY HARBOR, FL. 34695

ARTICLE VII

DIRECTORS

This corporation shall be governed by a Board of Directors of 5 members. The number of Directors may be increased from time to time, by by-laws adopted by the stockholders, but shall never be less than 5. The names and addresses of the Directors are as follows:

NAME ----	ADDRESS -----
MARIA A. RIVAS	4711 W. WATERS AVE. TAMPA, FLORIDA 33614
OSVALDO LOPEZ	6820 ARMAND DR. TAMPA, FLORIDA 33634
MARELLA STOBBER	1871 OAK FOREST DR. CLEARWATER, FLORIDA 33759
LOURDES WEST	3112 EGRET TERRACE SAFTY HARBOR, FLORIDA 34695
CARLOS BOULTON	15 KELLEYS TRAIL OLDSMAR, FLORIDA 34677

ARTICLE VIII

SUBSCRIBERS

The names and addresses (post office) of each subscriber of these Articles of Incorporation and the number of shares of stock of each agrees to take are:

NAME ----	ADDRESS -----	NO. OF SHARES -----
NONE		

ARTICLE IX

SERVICE OF PROCESS

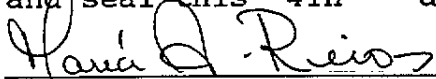
The subscribers hereto appoint: PHILIP J. TESTA 4726-B N. LOIS AVE. TAMPA, FLORIDA 33614, as resident agent of this corporation as agent for the service of process.

ARTICLE X

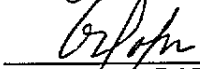
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a directors meeting, by a majority vote thereon, unless all the Directors sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The directors have unto set their hands and seal this 4TH day of NOVEMBER 1999 A.D.



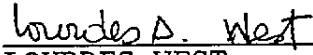
MARIA RIVAS



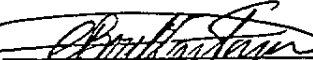
OSVALDO LOPEZ



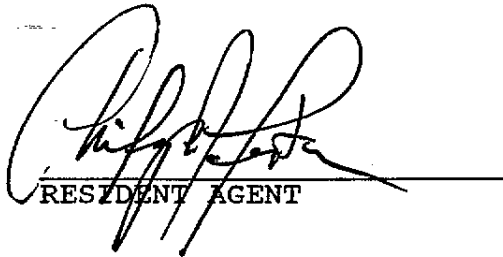
MARBELLA STOBER



LOURDES WEST



CARLOS BOULTON


RESIDENT AGENT

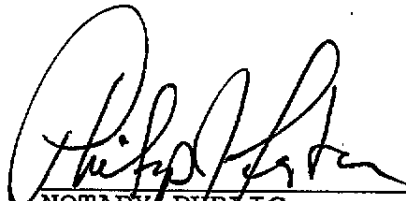
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

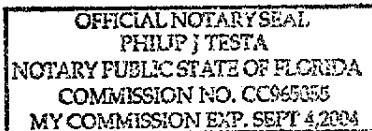
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I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County of the above named, to take acknowledgments, personally appeared: MARIA RIVAS, OSVALDO LOPEZ, MARBELLA STOBBER LOURDES WEST, AND CARLOS BOULTON, to me known to the person(s) (s) described as directors in and executed the foregoing Articles of Incorporation, and they acknowledge before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above
this 4TH day of NOVEMBER 1999 A.D.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



CERTIFICATE DESIGNATING

RESIDENT AGENT

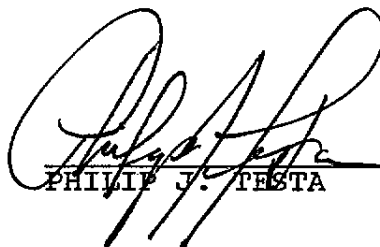
OF

VENEZUELAN SUNCOAST ASSOCIATION, INC.

Pursuant to the provision of Section 48.091, Florida Statutes,
VENEZUELAN SUNCOAST ASSOCIATION, INC. , desiring to organize under the
laws of the State of Florida and to locate its principal place of
business in Tampa, Florida, at the address indicated in the Articles
of Incorporation, filed with the Department of State coincidentally with
this certificate, has named PHILIP J. TESTA 4726-B N. LOIS AVE. TAMPA
FLORIDA 33614 , as its agent to accept service of process within
this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above
named corporation at the designated in this certificate, I hereby
accept to act in this capacity and agree to comply with the provisions
of section 48.091, Florida Statutes, relative to keeping open my
office.


PHILIP J. TESTA

FILED
00 DEC 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA