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FLORIDA PROFIT CORPORATION OR P.A.

CBM REAL ESTATE CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2001

FAS-T

SUBJECT: CBM REAL ESTATE CORPORATION
REF: W01000007484

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must sign accepting the designation.

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FAX Aud. #: H01000033580
Letter Number: 501A00019833

ARTICLES OF INCORPORATION OF
CBM REAL ESTATE CORPORATION

The undersigned subscriber to the Articles of Incorporation, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is: CBM Real Estate Corporation
The corporate mailing address is: 6767 Collins Avenue, Suite 2008
Miami Beach, Florida, 33141

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general purpose of the corporation is the purchase and resale of investments and any other lawful business as permitted under the Constitution of The United States of America. It shall have every corporate power granted by The Florida Legislature.

ARTICLE IV

The aggregate number of authorized shares is: one hundred thousand (100,000) shares of \$1.00 par value common stock.

David V. Young, CPA
Oliva & Young Accounting Services Inc.
P.O. Box 823068
Pembroke Pines, FL 33082-3068
(305) 321 - 7506

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ARTICLE V

The address of the initial principal office of the corporation is: 6767 Collins Avenue, Suite 2008, Miami Beach, FL 33141 and the name of the registered agent is: DAVID V. YOUNG.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is three (3). The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than two.

The names and addresses of the initial directors are:

NAME	ADDRESS
Carlos Miramontes, President	6767 Collins Ave. Suite 2008 Miami Beach, FL 33141
Barbara Miramontes, Secretary	6767 Collins Ave. Suite 2008 Miami Beach, FL 33141
David V. Young, Treasurer	1103 180 Avenue Pembroke Pines, FL 33029

ARTICLE VII

The name and address of the person signing these articles is:

David V. Young	Oliva & Young Accounting Services Inc. P.O. Box 823068 Pembroke Pines, FL 33082
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David V. Young
Oliva & Young Accounting Services Inc
P.O. Box 823068
Pembroke Pines, FL 33082-3068
(305) 321 - 7506

ARTICLE VIII

This corporation reserves the right to amend, alter or repeal any provisions contained herein in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights confer upon the shareholders are subject to this reservation.

ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and un-issued Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the Corporation.

David V. Young, CPA
Oliva & Young Accounting Services Inc.
P.O. Box 823068
Pembroke Pines, FL 33082-3068
(305) 321 - 7566

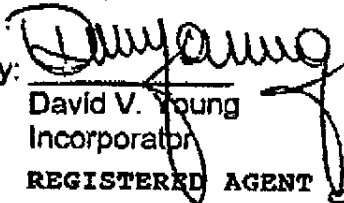
**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

That **CBM Real Estate Corporation** desiring to organize under the laws of
the State of Florida with its principal office as indicated in the Articles of
Incorporation, at City of Miami Beach, County of Dade, State of Florida has
named **David V. Young**, located at **6767 Collins Ave, Ste#2008**
in the city of **Miami Beach**, State of Florida, as its **Registered Agent** and
incorporator, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.

By: 
David V. Young
Incorporator
REGISTERED AGENT

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