

P010000054517

SECRETARY OF STATE
STATE OF FLORIDA
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32301

FILED
01 MAY 25 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Re: GRUPO 1C USA, INC.

Please file the enclosed Articles of Incorporation and return the copy enclosed indicating the filing date. We enclosed a money order in the amount of \$122.50 for filing fees. If you need further assistance, please advice.

Thank you.

All Immigration & Business, Inc.

1025 S. Semoran Blvd. Suite 1093
Winter Park, Florida 32792

100004323261--9
-05/25/01--01049--002
****122.50 *****78.75

C. BLALOCK JUN 4 2001

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01 MAY 25 AM 10: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GRUPO 1C USA, INC**

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is: GRUPO 1C USA, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

3824 DOUBLE EAGLE DR. # 3023
ORLANDO, FLORIDA 32839

**ARTICLE III
MAILING ADDRESS**

3824 DOUBLE EAGLE DR. # 3023
ORLANDO, FLORIDA 32839

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares: 500	Class: common	Par Value: \$1.00
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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, principal place of business and mailing address of this corporation is as follows:

3824 DOUBLE EAGLE DR. # 3023
ORLANDO, FLORIDA 32839

The name of the initial registered agent at that address is: Laura I. Garcia

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is One(1). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one(1). The names and addresses of the initial directors of the corporation are as follows:

Laura I. Garcia
3824 Double Eagle Dr. # 3023
Orlando, Florida 32839

ARTICLE VII INCORPORATOR(S)

The name(s) and address of the incorporator(s) signing these Articles of Incorporation is:

Laura I. Garcia
3824 Double Eagle Dr. # 3023
Orlando, Florida 32839

ARTICLE VIII BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, country or territory or nation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI INFORMAL ACTION OF DIRECTORS

If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENTS OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this Th. day of May, 2001


Laura I. Garcia
Incorporator

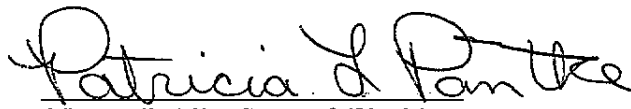
Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of the Florida Statutes.


Laura I. Garcia
Registered Agent

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Laura I. Garcia me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have herein to set my hand and seal this Th. day of May, 2001


Notary Public, State of Florida

Identification Produced:

My commission Expires:

FLORIDA ID
G620 52975 6850



Patricia L. Pantke
My Commission CC742500
Expires June 27, 2002

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE
OF
GRUPO 1C USA, INC.**

FILED
01 MAY 25 AM 10: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

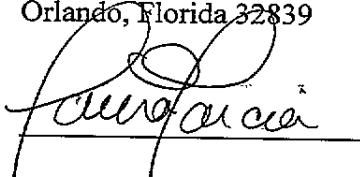
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GRUPO 1C USA, INC.

2. The name and address of the registered agent and office is:

Laura I. Garcia
3824 Double Eagle Dr. # 3023
Orlando, Florida 32839



Registered Agent

Date: May , 2001

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS A REGISTERED AGENT.**



Laura I. Garcia

Date: May , 2001