

01/23/1996

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CORPORATE CREATIONS

PAGE 01

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

FROM: CORPORATE CREATIONS ENTERPRISES, INC
4521 PGA BLVD., 2-211

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

PALM BEACH GARDENS FL 33418-0000

FAX: (904) 922-4000

CONTACT: FRANK A RODRIGUEZ

PHONE: (407) 694-8107

FAX: (407) 694-1639

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CENTRAL AMERICAN EQUITIES CORP.

FAX AUDIT NUMBER: H96000001110

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/23/1996

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TALLAHASSEE, FLORIDA

1-24-96
(Signature)

296A-3140

FLORIDA DIVISION OF CORPORATIONS

96 JAN 24 PM 2:50

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**Articles of Incorporation
of
Central American Equities Corp.**

Article I. Name

The name of this Florida corporation is:
Central American Equities Corp.

Article II. Address

The mailing address of the Corporation is:
Central American Equities Corp.
P.O. Box 669
Palm Beach FL 33480

Article III. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.
The Corporation shall have the authority to issue 1,000,000 shares of preferred stock, par value \$.001 per share, which may divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Dale B. Finfrock, Jr.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 23, 1996

Article VIII. Anti-Takeover Opt Out

The Corporation elects not to be governed by the Affiliated Transactions Statute, F.S. 607.0901. The Control Share Acquisitions Statute, F.S. 607.0902, shall not apply to control share acquisitions of shares of the Corporation.

The authorized representative of the incorporator executed these Articles of Incorporation on January 24, 1996

Corporate Creations International Inc.

By: 
Frank A. Rodriguez President

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Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967
(407) 894-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Central American Equities Corp.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

FILED
CORPORATE CREATIONS
STATE OF FLORIDA
SECRETARY OF STATE
JAN 24 1996
P.M. 3:20

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: January 24, 1996

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Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3987
(407) 694-8107