

1/23/96

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM

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PLECTRONIC PILING COVER GREET ATIONS PROMI CORPORATE CREATIONS EXPERIENCES, INC. 4521 FOR BLVD., 9-211

STATE OF PLONIDA 409 BAST GAINES STREET

PALM MEACH GARDENS FL 33418-0000

TALLAMASSEE, PL 32399 FAX: (904) 922-4000

CONTACT: FRANK A RODRIGUEZ KONE: (407) 694-8107 FAX: (407) 694-1639 PIKONE

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IXXUNINT TYPE: FLORIDA PROFIT CORPORATION OR F.A.

NAME: CENTRAL AMERICAN EQUITIES CORP.

FAX AUDIT NUMBER: H96000001110 DATE REQUESTED: 01/23/1996

CURRENT STATUS: REQUESTED TIME REQUESTED: 14:57:55

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1 METHOD OF DELIVERY! FAX

MINMER OF PAGES: 4 ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 072100000245 Note: Please print this page and use it as a cover sheat when submitting documents to the Division of Corporations, Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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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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Corporate Creations International Inc. 4521 PGA Boulevard • Suite 211 Palm Beach Gardens FL 33418-3967 (407) 694-8107

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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.

Frank A. Rodriguez President

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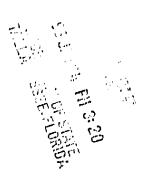
CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

CORPORATION:

Central American Equities Corp.

REGISTERED AGENT:

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



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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