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FILED
97 OCT -2 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 30, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ANDRES RIVAS, P.A.
Articles of Incorporation

Dear Sir/Madam:

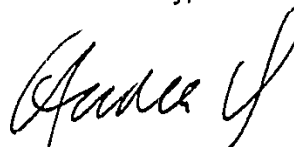
Enclosed please find the following documents in connection with the above-referenced Corporation:

1. Original and copy of Articles of Incorporation of Andrew's, Corp.
2. Certificate of Designation of Registered Agent and Registered Office.
3. Filing fees in the amount of \$78.75, check No.1921, covering articles of incorporation and certificate of status.

Please file these accordingly, and return a stamped copy of these documents to C/O: Andres Rivas, Esq. 199 S.W. 12th Avenue, # 11, Miami, Florida 33130-1056, Telephone: (305) 324-4949,* Facsimile: (305) 324-4959, in the pre-stamped envelope provided. Thank you for your prompt attention to this matter.

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Cordially,


ANDRES RIVAS

-nc 10/3/97

ARTICLE OF INCORPORATION
OF
ANDRES RIVAS, P.A.

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ANDRES RIVAS, P.A.

The address of the principal office of this corporation shall be: 199 S.W. 12th Avenue, Suite 11, Miami, Florida 33130, and the mailing address of the corporation shall be: P.O. Box 3501, Miami, Florida 33152.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in every aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Puerto Rico, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 199 S.W.12th Avenue, Suite 11, Miami, Florida 33130, and the name of the initial registered agent of the corporation at that address is Andres Rivas

ARTICLE V TERM OF EXISTENCE


This corporation is to exist perpetually.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

ANDRES RIVAS
199 S.W. 12th Avenue
Suite 11
Miami, Florida 33130

IN WITNESS WHEREOF, The undersigned to these articles of Incorporation has hereunto set their hand and seal on this 30th day of September, 1997.



It's Incorporator, Andres Rivas

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ANDRES RIVAS, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent, in the above and foregoing Articles of Incorporation of:

ANDRES RIVAS, P.A. *Andres Rivas* is

familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: *Andres Rivas*
ANDRES RIVAS

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ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF

ANDRES RIVAS, P.A.

Andres Rivas as sole Incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

Andres Rivas

Dated: September 30th, 1997

ANDRES RIVAS

BY: 
Its Incorporator, Andres Rivas