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LAZARUS CORPORATE FILING SERVICE, INC.
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 LOCAL REPRESENTATIVE TALLAHASSEE

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 ****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- BACHY ENTERPRISES, INC.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

FILED
 98 MAY -6 PM 3:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 98 MAY -5 AM 11:13
 DIVISION OF CORPORATION

K. Roffe MAY 05 1998
 W98-9772

K. Roffe MAY 06 1998

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1998

CRISTOBAL DUARTE
10810 SW 66 DR (STREET)
MIAMI, FL 33173

SUBJECT: BACHY ENTERPRISES, INC.
Ref. Number: W98000009772

We have received your document for BACHY ENTERPRISES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00023882



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 MAY -6 PM 3: 28

DIVISION OF CORPORATION

May 5, 1998

LAZARUS CORPORATE FILING SERVICE, INC.

MIAMI, FL

SUBJECT: BACHY ENTERPRISES, INC.
Ref. Number: W98000009772

We have received your document for BACHY ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 498A00024643

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

BACHY ENTERPRISES GROUP, INC.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of this corporation shall be:

BACHY ENTERPRISES GROUP, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under The laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One thousand two hundred (1200) shares of stock which shall be common stock of a par value of One (\$ 1.00) Dollar per share.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of five hundred (\$500.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at 3301 CORAL WAY, PASEOS MALL, MIAMI, FLORIDA, but other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of directors, not less than two, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

This corporation shall have full power to carry on and transact all of the businesses specified in Article Two of this Certificate, and shall have all the general and additional powers now or hereafter conferred upon it by-law.

ARTICLE NINE

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

BEATRIZ MONTALVO, 7050 SW 156 CT, MIAMI, FL. 33193
VICTOR H. MONTALVO, 7050 SW 156 CT, MIAMI, FL. 33193
OSCAR LESCANO, 3136 SW 23 TERR, MIAMI, FL. 33145

OFFICERS

BEATRIZ MONTALVO, 7050 SW 156 CT., MIAMI, FL. 33193. PRESIDENT-TREASURER
VICTOR H. MONTALVO, 7050 SW 156 CT., MIAMI, FL. 33193. SECRETARY
OSCAR LESCANO, 3136 SW 23 TERR., MIAMI, FL. 33145. VICE-PRESIDENT

ARTICLE TEN

The names and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

NAMES	ADDRESS	SHARES
BEATRIZ MONTALVO,	7050 SW 156 CT., MIAMI, FL. 33193	300 SHARES AT \$ 1.00 EACH.
VICTOR H. MONTALVO,	7050 SW 156 CT., MIAMI, FL. 33193	300 SHARES AT \$ 1.00 EACH.
OSCAR LESCANO,	3136 SW 23 TERR., MIAMI, FL. 33145	600 SHARES AT \$ 1.00 EACH.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided; any action of such Board of Directors may be rescinded, or any director or officer removed from office, only upon a vote of stockholders, holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their and affixed their seals, this Twenty Fourth day of April, 1998.



BEATRIZ MONTALVO



OSCAR LESCANO

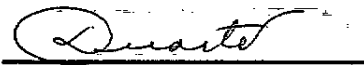


VICTOR H. MONTALVO

STATE OF FLORIDA)
) S S
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared BEATRIZ MONTALVO, VICTOR H. MONTALVO & OSCAR LESCANO, Who being by me first duly sworn, severally depose and say that they are the persons named in and who executed the following Certificate of Incorporation, and that they executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this Twenty Fourth day of April, 1998.



NOTARY PUBLIC State
of Florida at Large

Commission No. CC413706
My commission expires October 16, 1998
BONDED THROUGH General Insurance Underwriters

CERTIFICATE DESIGNATING 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:

FIRST: that BACHY ENTERPRISES GROUP, 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, County of Dade, State of Florida, has named BEATRIZ MONTALVO, 7050 SW 156 CT, MIAMI, County of Dade, State of florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at 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 *Beatriz Montalvo*
BEATRIZ MONTALVO
Resident Agent

Sworn to and subscribed before me this
Twenty fourth day of April, 1998.

Duarte
NOTARY PUBLIC State
of Florida at Large

COMMISSION NO. CC413706
My commission expires October 16, 1998
BONDED THROUGH General Insurance Underwriters

FILED
98 MAY -6 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA