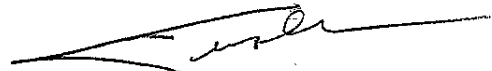


P98000069163

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS.

SUBJECT:MAGDALENE INSURANCE GROUP, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND OUR CHECK FOR \$70.00.



JULIO MOLINA
8614 BRACKENWOOD DRIVE
ORLANDO, FL. 32829.
TELEPHONE (407)-273-6145

000002606100--2
-08/03/98-01119-005
*****70.00 *****70.00

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 7 1998

**ARTICLES OF INCORPORATION
OF
MAGDALENE INSURANCE GROUP, Inc.**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION UNDER THE LAWS OF OF STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION IS **MAGDALENE INSURANCE GROUP, Inc.**

ARTICLE II. ADDRESS

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION WILL BE:

4713 s TEXAS AVE. APT.C

ORLANDO, Florida 32839

ARTICLES III. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFULL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLES IV. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 750,000 OF COMMON STOCK AT \$0.01 PAR VALUE. THE BOARD OF DIRECTORS SHALL FIX AND DETERMINE THE VOTING AND NON VOING RIGHTS OF EACH ISSUE OF SHARES OF COMMON STOCK.

ARTICLES V. TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES VI: OFFICERS AND DIRECTORS

THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF TWO DIRECTOR. THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE SPECIFIED FROM TIME TO TIME, BY THE BYLAWS PROVIDED, HOWEVER, THAT THE NUMBER OF ONE DIRECTORS SHALL NEVER BE LESS THAN ONE (1). THE NAME AND STREET ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION IS (ARE):

ERCELIO ASTACIO
4713 S.TEXAS AVE. APT.C
Orlando, Florida 32839

ARTICLES VII: INCORPORATOR

THE NAME STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLE OF INCORPORATION IS:

JULIO MOLINA
8614 BRACKENWOOD DR.
ORLANDO, FL. 32829

ARTICLES VIII: AMMENDMENT TO THE ARTICLE OF INCORPORATION

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESES ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERE TO BY MAJORITY VOTE OF THE BOARD OF DIRECTORS, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 26 DAY OF JULY OF 1998.



JULIO MOLINA
INCORPORATOR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICES OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with sections 48.091 and 607.325, florida statutes, the following is submitted :

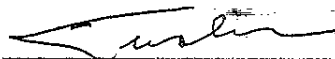
**MAGDALENE INSURANCE GROUP, Inc. desiring to organize as domestic corporation, or
qualify under the laws of Florida, has named and desinated Julio Molina as its resident agent to
accept service within the state of Florida, with its Registered Office located at:**

4713 S. TEXAS AVE. , Orlando, Florida 32839.

ACKNOWLEDGEMENT

Having been named as registered agent for the corporation at the place designate in
this certificate. I herby agree to act in capacity , and I am familiar with and accept
the obligation of the Florida Business corporation Act, as the same may apply to the
Corporation. I further agree to comply with the statutes, as the same may apply to the
corporation relating to the proper and complete perfomance of my duties as Registered
Agent.

Dated the 21 of JULY, 1998.



**JULIO MOLINA
Registered Agent**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED