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LALARUS CORPORATE FILING SERVICE, INC.
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 LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

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

- SMUUTHCROZ, INC.**
 (Corporation Name) (Document #)
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- (Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
SMUUTHCRUZ, INC..

ARTICLE I - NAME

The name of this Corporation is SMUUTHCRUZ, INC.

The mailing address of this Corporation is:

2 South Biscayne Boulevard, Suite 1800
Miami, Florida 33131

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted by applicable law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 150 shares of common stock having a par value of 1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131 and the initial registered agent of this Corporation at such office shall be Rafael A. Perez who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Manuel de Zarraga	2 South Biscayne Boulevard, Suite 1800 Miami, Florida 33131
Francisco Civantos	2 South Biscayne Boulevard, Suite 1800 Miami, Florida 33131
Jose Ignacio Rivero	2 South Biscayne Boulevard, Suite 1800 Miami, Florida 33131

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or the Directors.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Rafael A. Perez	2 South Biscayne Boulevard Miami, Florida 33131

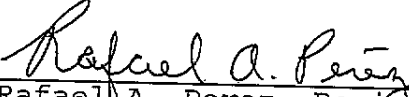
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 1999.


Rafael A. Perez, Incorporator

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of SMUUTHCRUZ, INC. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: March 2, 1999


Rafael A. Perez, Registered Agent

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