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To: Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

THE CAPITALIST GROUP, CORP.

Certificate of Status	1
Certified Copy	0
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F. Jimeno AUG 6 1999

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ARTICLES OF INCORPORATION
OF
THE CAPITALIST GROUP, CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is:

THE CAPITALIST GROUP, CORP.

Its principal office and mailing address shall be located at

9008 N.W. 152nd Lane

Miami, FL 33018

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of five dollars (\$5.00) par value Common Stock, which shall be designated "COMMON SHARES"

Document prepared by: Fernando Jimeno 1140 W 50 St #207-A Hialeah, FL 33012 305-826-1711

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

ENRIQUE R. VILLARREAL
9008 N.W. 152nd Lane
Miami, FL. 33018

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

ENRIQUE R. VILLARREAL President -Treasurer
9008 N.W. 152nd Lane
Miami, FL. 33018

TERESA M. VILLARREAL Vice-President
9008 N.W. 152nd Lane
Miami, FL. 33018

JORGE J. VILLARREAL Secretary
9008 N.W. 152nd Lane
Miami, FL 33018

ARTICLE VII - SUBSCRIBERS

The name and address of the subscribers, and the number of shares of the FIVE (5) Dollars par value common stock of this corporation which they agree to take, are as follow :

ENRIQUE R. VILLARREAL 34 SHARES
9008 N.W. 152nd Lane
Miami, FL. 33018

TERESA M. VILLARREAL 33 SHARES
9008 N.W. 152nd Lane
Miami, FL. 33018

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FERNANDO JIMENO

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JORGE J. VILLARREAL
9008 N.W. 152nd Lane
Miami, FL 33018

33 SHARES

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is:

ENRIQUE R. VILLARREAL
9008 N.W. 152nd Lane
Miami, FL 33018

IN WITNESS WHEREOF, the undersigned subscriber(s) acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of August, 1999

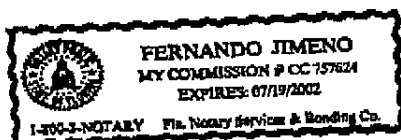


ENRIQUE R. VILLARREAL, incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ENRIQUE R. VILLARREAL** known to me and known to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid this 5th day of August, 1999



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NOTARY PUBLIC, STATE OF FLORIDA

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CERTIFICATE OF REGISTERED AGENT

OF

THE CAPITALIST GROUP, CORP.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

9008 N.W. 152nd Lane
Miami, FL. 33018

has name

ENRIQUE R. VILLARREAL

located at the aforesaid address, as its Registered Agent to accept service of process within this State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


ENRIQUE R. VILLARREAL
Registered Agent

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