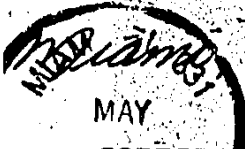


P97000042801

All Immigration Services, Inc.
212 SW 38th Court

FL 33134



MAY

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

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

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

NEW FILINGS	
<input 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

400002175344--3
-05/12/97--01135--001
****122.50 ****122.50

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

FILED
97 MAY 12 PM 1:03
TALLAHASSEE, FLORIDA

Examiner's Initials
nc 5/14/97

ARTICLES OF INCORPORATION
OF
ALL IMMIGRATION SERVICES, INC.
Profit Corporation

FILED
97 MAY 12 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of Corporations.

ARTICLE I

The name of the Corporation shall be: ALL IMMIGRATION SERVICES, INC. Its business shall be carried out at 212 S.W. 38th Court, Miami, Florida 33134, and mailing address 212 S.W. 38th Court, Miami, Florida 33134, or at such other points or places in the State of Florida, the United States or foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Annotated 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of Common Stock at \$1.00 par value.

All the aforementioned stock is to be issued as lawfully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$100.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than three (3) Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors need not be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are:

Name	Address
Damaris Montenegro	224 S.W. 38th Court Miami, Florida 33134
Roberto A. Montenegro	224 S.W. 38th Court Miami, Florida 33134

Leopoldo Gonzalez .

212 S.W. 38th Court
Miami, Florida 33134

ARTICLE VIII

The Offices to be held by the above named Directors are as follows:

President: Damaris Montenegro
Secretary: Roberto A. Montenegro
Treasurer: Leopoldo Gonzalez

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each agrees to take is as follows:

Name	Address	Shares
Damaris Montenegro	224 S.W. 38th Court Miami, Florida 33134	250
Roberto A. Montenegro	224 S.W. 38th Court Miami, Florida 33134	125
Leopoldo Gonzalez	212 S.W. 38th Court Miami, Florida 33134	125

ARTICLE X

The names and address of the initial registered agent is
Damaris Montenegro, 224 S.W. 38th Court, Miami, Florida 33134.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject

by reason of his being director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, any may vote there at to authorize any such contract or transaction, with like force and effect as if he were not a

director or officer of such other corporation or not si interested.

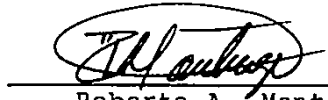
ARTICLE XIII

The provisions of this Charter, and each and every Article and Section thereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.


IN WITNESS WHEREOF we have hereunto set our hands and seal this 18th day of April 1997.



Damaris Montenegro
President



Roberto A. Montenegro
Secretary



Leopoldo Gonzalez
Treasurer

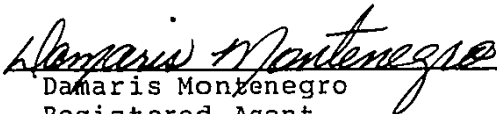
REGISTERED AGENT

In accordance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that the Trustee of: ALL IMMIGRATION SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida has named Damaris Montenegro with residence located at 224 S.W. 38th Court, Miami, Florida 33134, as its agent to accept service of process within the State.

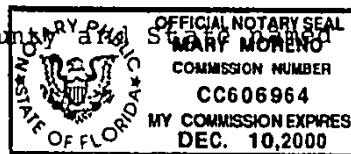
ACKNOWLEDGMENT

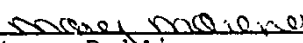
Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said relative to keeping open said office.


Damaris Montenegro
Registered Agent

WITNESS my Hand and Seal in the County of Dade State of Florida above this

19 day of April 1997.




Notary Public

FILED
97 MAY 12 PM 1:03
TALLAHASSEE, FLORIDA

