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COVER LETTER

NAME OF PERSON SUBMITTING DOCUMENT ROSA ACOSTA SHIHADA

ADDRESS 1080 W. 3rd Ave. Suite # 16 P O Box # 110-562

CITY HIALEAH STATE FL ZIP CODE 33011

AREA CODE AND PHONE NUMBER (305)885-1381

NAME OF CORPORATION ACOSTA & SH. INC.

FOR OFFICE USE ONLY

____DOMESTIC	____AMENDMENT	____ALIEN-ANNUAL REPORT
____FOREIGN	____DISSOLUTION	____MERGER
X PROFIT	____REINSTATEMENT	____MARK
____NON-PROFIT	____ANNUAL REPORT	____RESERVATION
____LIMITED PARTNERSHIP	____CERTIFICATE UNDER SEAL	____CERTIFIED COPY
		____OTHER:

FILED
98 MAR 17 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-1-98

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Updater Verifyer
Acknowledgement
W. P. Verifyer

ARTICLES OF INCORPORATION

OF

ACOSTA & SH. INC.

EFFECTIVE DATE
4-1-98

FILED
98 MAR 17 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

Article I

NAME

The name of the Corporation is ACOSTA & SH. INC. (hereinafter, "Corporation").

Article II

PURPOSE OF CORPORATION

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

Article III

PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1080 W. 3rd AVENUE, SUITE #16 P.O.BOX 110-562 HIALEAH FLORIDA 33011.

Article IV

INCORPORATOR

The name and street address of the incorporate of this Corporation is ROSA ACOSTA SHIHADA and whose address shall be the same as the principal office of the Corporation

Article V

OFFICERS

The officers of the Corporation shall be:

President:	ROSA ACOSTA SHIHADA
Vice-President:	HASAN SHIHADA
Secretary:	ROSA ACOSTA SHIHADA
Treasure:	HASAN SHIHADA

Whose addresses shall be the same as the principal office of the Corporation.

Article VI

DIRECTOR(S)

The Director(s) of the Corporation shall be:

HASAN SHIHADA (DIRECTOR)

ROSA ACOSTA SHIHADA (DIRECTOR)

Whose addresses shall be the same as the principal office of the Corporation.

Article VII

CORPORATE CAPITALIZACION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having the par value of SEVENTY FIVE (75.00) DOLLARS

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature provided. However, the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights. Voting powers, restrictions, and limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII
SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article IX
POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article X
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Article XI

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or rights is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation. The Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article XII

REGISTERED OFFICE AND REGISTERED AGENT

In accordance with Chapters 48.091, and 607.034, Florida Statutes, the following is submitted: ACOSTA & SH. INC. desiring to organize under the laws of the State of Florida, with its registered agent's office located at 1080 W. 3rd AVE.HIALEAH FLORIDA 33011. It has named ROSA ACOSTA SHIHADA agent to accept service of process within this State.

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 said office.

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ARTICLE XIII

BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation. The affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XIV

EFECTIVE DATE

These Articles of Incorporation shall be effective on the 1st day of April 1997.

Article XV

RESTRICTIONS ON TRANSFER OF STOCK

A. Initial shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

HASAN SHIHADA	Sixty (60) SHARES
ROSA ACOSTA SHIHADA	Forty (40) SHARES

B. Right of First Refusal. Before a shareholder sells or transfers all or part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock on the same terms and conditions as the terms of the original offer to purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have seven (7) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred in accordance with the original offer to purchase.

Article XVI

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of March 1998.

R Shihada (SEAL)

ROSA ACOSTA SHIHADA
PRESIDENT

_____(SEAL

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ROSA ACOSTA SHIHADA, known to me to be a person who executed the foregoing Articles of Incorporation. They acknowledged to and before me that the executed said instrument for the purposes therein expressed.

In witness whereof, I have here unto set my hand and affixed it to the official seal in the state and county aforesaid, this 10th day of March 1998.

My commission expires:

TERESA OTERO
MY COMMISSION # CC 627406
EXPIRES: March 18, 2001
Bonded Thru Notary Public Underwriters

Teresa Otero

TERESA OTERO
NOTARY PUBLIC STATE OF FLORIDA AT LARGE