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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-01/26/99--01070--010

*****78.75 *****78.75

OFFICE USE ONLY

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

1. A. B. ELLINGTON & SONS, CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
 99 JAN 26 PM 1:19
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 99 JAN 26 AM 11:23
 DIVISION OF CORPORATION

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

Examiner's Initials

ARTICLES OF INCORPORATION

99 JAN 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

A.B. ELLINGTON & SONS, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

POST OFFICE BOX 141723
CORAL GABLES, FLORIDA 33134

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 SHARES OF COMMON STOCKS; \$1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ALVARO BUENDIA
600 BILTMORE WAY, APT #205
CORAL GABLES, FLORIDA 33134

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ALVARO BUENDIA
POST OFFICE BOX 141723
CORAL GABLES, FLORIDA 33134

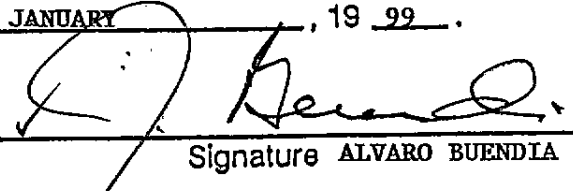
ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

ALVARO BUENDIA - PRESIDENT, SECRETARY, TREASURER
600 BILTMORE WAY, APT. #205
CORAL GABLES, FLORIDA 33134

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

21ST day of JANUARY, 19 99.



Signature ALVARO BUENDIA

Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: A.B. ELLINGTON & SONS, CORP.

2. The name and address of the registered agent and office is:

ALVARO BUENDIA

(NAME)

600 BILTMORE WAY, APT #205

(P.O. BOX NOT ACCEPTABLE)

MIAMI . . , FLORIDA 33134

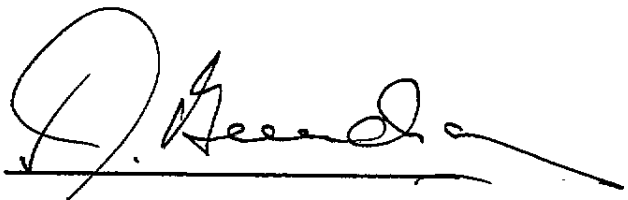
(CITY/STATE/ZIP)

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TALLAHASSEE FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

21/1/99