

Jorge L. Gurian, P.A.

PODDDDDD/1492

January 27, 2000

Florida Department of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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To Whom It May Concern:

Enclosed please find the following filings:

1/ Articles of Incorporation for International Products Enterprises, Inc. and Designation of Registered Agent (with check for \$78.75)

2/ Articles of Incorporation for Rockwall Capital Management, Inc. and Designation of Registered Agent (with check for \$78.75)

3/ Articles of Incorporation for Millennium Machine Shop, Inc. and Designation of Registered Agent (with check for \$78.75)


I have enclosed two copies of each so that a copy of each filing may be returned to me at the address shown below.

Very truly yours,
JORGE L. GURIAN, P.A.


JORGE GURIAN

Enclosure

FILED
00 JAN 28 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2-200

**ARTICLES OF INCORPORATION OF
ROCKWALL CAPITAL MANAGEMENT, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: ROCKWALL CAPITAL MANAGEMENT, INC.

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 2335 SW 28th Street,
Miami, Florida 33133

ARTICLE III

The corporation is authorized to issue two classes of stock, that being 15,000,000 shares of Class A, Voting Common Stock with \$1 par value and 5,000,000 shares of Class B, Non-Voting Preferred with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Jorge L. Gurian
7101 SW 102nd Avenue
Miami, Florida 33173

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The corporation's initial Board of Directors shall consist of two Directors whose names and addresses are:

Diego Rosero
2335 SW 28th Avenue
Miami, FL 33133

Ilse Ochocky
2335 SW 28th Avenue
Miami, FL 33133

ARTICLE VI

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

Jorge Gurian
7101 SW 102nd Avenue
Miami, FL 33173

ARTICLE VII

The name and addresses of the initial officers of the corporation are as follows:

Diego Rosero
Secretary
2335 SW 28th Avenue
Miami, FL 33133

Ilse Ochocky
President
2335 SW 28th Avenue
Miami, FL 33133

ARTICLE VIII

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 20th day of January, 2000.



JORGE GURIAN
INCORPORATOR

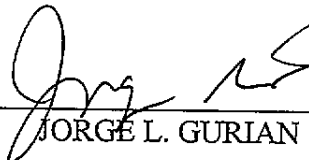
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: ROCKWALL CAPITAL MANAGEMENT, INC.
2. The name and the Florida street address of the initial registered agent are:

Jorge L. Gurian
7101 SW 102nd Avenue
Miami, Florida 33173

Having been named as registered agent and to accept service of process for Rockwall Capital Management, Inc. 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.



JORGE L. GURIAN