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FLORIDA PROFIT CORPORATION OR P.A.

VARGAS CMF ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 10, 2000

EMPIRE

SUBJECT: VARGAS CMF ENTERPRISES, INC.
REF: W00000003536

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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The name of the entity must be identical throughout the document.

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Neysa Culligan
Document Specialist

FAX Aud. #: H00000006246
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**ARTICLES OF INCORPORATION
OF
VARGAS CMF ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I
Name**

The name of the Corporation is VARGAS CMF Enterprises, Inc.

**Article II
Duration**

The term of existence of the Corporation is perpetual.

**Article III
Nature of Business**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**Article IV
Capital Stock**

The aggregate number of shares which the Corporation has the authority to issue is 100, all of which shall be common shares having the par value of One Dollar (\$100.00) per share.

Luis Fermin Vargas 100% of shares

**Article V
Preemptive Rights Granted**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasure share.

Prepared by: Patricia L. Perez, Esquire, Law Offices of PATRICIA L. PEREZ, P.A., 2222 Ponce De Leon Blvd., Penthouse Suite, Coral Gables, Florida 33134, (305) 445-7611, Bar No.: 98612

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**Article VI
Registered Office**

The street address of the initial registered agent of the Corporation is:
2222 Ponce De Leon Boulevard
Penthouse Suite
Coral Gables, Florida 33134

The name of the registered agent at such address is:
Patricia L. Perez

**Article VII
Principal Office**

The initial street address of the principal office of the Corporation in the State of Florida is:
2557 NW 79th Avenue
Miami, Florida 33122

**Article VIII
Directors**

The board of directors of the Corporation shall consist of two members. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

Luis Fermin Vargas President, VicePresident, Secretary, Treasurer.

**Article IX
Incorporator**

The name and address of the incorporator is:
Luis Fermin Vargas
2557 NW 79th Avenue
Miami, Florida 33122

**Article X
Indemnification**

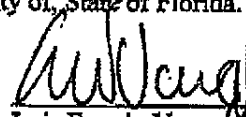
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of February, 2000 in the City of Miami-Dade, County of, State of Florida.

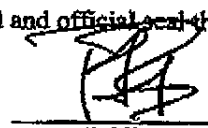

Luis Fermin Vargas
Incorporator

STATE OF: FLORIDA

COUNTY OF: DADE

BEFORE ME, a Notary Public duly authorized in Dade, Florida, above mentioned, personally appeared Luis Fermin Vargas, known to me to be the person who signed the above Articles of Incorporation, and acknowledged that they executed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of February, 2000.


Notary Public

My Commission Expires:


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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

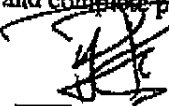
IN COMPLIANCE WITH Section 48.019, Florida Statutes, the following is submitted:

The VARGAS CMF Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida with its principle place of business in Miami, Florida, has named Patricia L. Perez, P.A., 2222 Ponce de Leon Blvd., Penthouse Suite, Coral Gables, Florida 33134, as its Agent to accept service of process.


Luis Fermin Vargas

Date: 02-08-00

Having been named to accept service of process for VARGAS CMF Enterprises, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Patricia L. Perez

Date: 02-08-00

SWORN TO AND SUBSCRIBED before me this 8th day of February, 2000.


Notary Public, State of Florida

My Commission Expires:



Ileana M. Costoya
MY COMMISSION # CC810039 EXPIRES
February 17, 2003
BONDED THROUGH TROY FAIR INSURANCE INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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