



640 N.W. 36th COURT • SUITE D • MIAMI, FLORIDA 33125 • PHONE (305) 643-2928 (444-9755)

February 14, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

000003135536--9
-02/15/00--01063--016
****122.50 *****78.75

Re: M.I.R. VICTORIA CORP.

Gentlemen:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation covering the above captioned proposed corporation, Resident Agent form, and a Check in the sum of \$122.50 for filing fees/.

Kindly forward the certified copy of the Document & Certificate letter, my office, in the enclosed return envelope.

Very truly yours,

/b
Enclosures

T. Burch FEB 18 2000

ARTICLES OF INCORPORATION
OF
M.I.R. VICTORIA CORP.

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 AND ADDRESS:

The name of this corporation shall be:
M.I.R. VICTORIA CORP.
42 NW 27th. Ave. # 313, Miami, Fl. 33125

ARTICLE II

PURPOSE

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

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with no par value.

ARTICLE V

PRE-EMPTIVE RIGHTS GRANTED

Each share holder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any 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 treasury shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office is:

640 NW 36th. CT. # D, Miami, Fl. 33144-1042

and the name of the initial agent of this corporation is:

MIGUEL I. RODRIGUEZ

ARTICLE VII

DIRECTORS :

The Board of Directors of the corporation shall consist of not less than one (1) nor more than seven (7) members.

NAME

ADDRESS

RODRIGUEZ-MAY, MIGUEL I.

42 NW 27th. Ave. # 313, Miami, Fl. 33125

ARTICLE VIII

COMMENCEMENT OF EXISTENCE:

The corporation shall be deemed to commence as of this date.

ARTICLE IX

The name and address of incorporators are:

RODRIGUEZ-MAY, MIGUEL I.

42 NW 27th. Ave. # 313, Miami, Fl. 33125

ARTICLE X

INDEMNIFICATION:

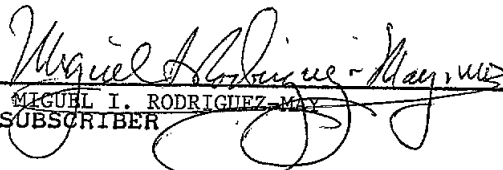
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

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 14th day of February, 2000.


MIGUEL I. RODRIGUEZ-MAY
SUBSCRIBER

STATE OF FLORIDA)

) SS.

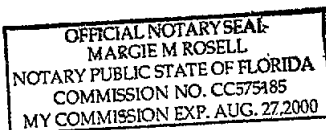
COUNTY OF DADE)

BEFORE ME a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared
MIGUEL I. RODRIGUEZ-MAY, known to me and known by me to be the person
who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of In-
corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my seal in the State and County aforesaid this 14th. day of
February, 2000,


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICLE FOR THE
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED

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

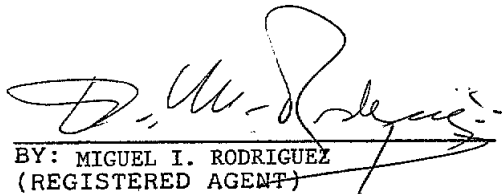
FIRST - That M.I.R. VICTORIA CORP.

desiring to organize under the laws of the State of Florida with
the Registered office as indicated in the Articles of Incorporation
at the City of Miami, County of Dade, State of Florida,

has named MIGUEL I. RODRIGUEZ
/640 NW 36th. Ct. # D, Miami, Fl. 33144-1042

as its Registered Agent to accept service of process within the
State ACKNOWLEDGMENT: (MUST BE SIGNED BY REGISTERED AGENT)

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


BY: MIGUEL I. RODRIGUEZ
(REGISTERED AGENT)