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Florida Department of State
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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

CANTERA POLLACK & ASSOCIATES, INC.

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ARTICLES OF INCORPORATION

FOR

CANTERA POLLACK & ASSOCIATES, INC.

**The undersigned, acting as incorporate(s) of a Corporation pursuant to Chapter 607
Florida Statutes, adopt(s) the following Articles of Incorporation.**

ARTICLE I- NAME

The name of the Corporation shall be:

CANTERA, POLLACK & ASSOCIATES, INC.

ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

**1762 Coral Way
Miami, FL 33145**

ARTICLE III- CORPORATE DURATION

The duration of the Corporation is to be perpetual.

**These Document prepared by:
EDUARDO CANTERA, ESQ.**

**1762 Coral Way
Miami, Florida 33145
FBN: # 154990**

TEL: (305) 442-4343 FAX: (305) 285-2884

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ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 1,000 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI- DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be five (5)

EDUARDO CANTERA - PRESIDENT& DIRECTOR

JOSEPHINE CANTERA - VP OF OPERATIONS & DIRECTOR

BARBARA POLLACK - VP MARKETING & DIRECTOR

JOANNE MORALES - ASSISTANT VICE PRESIDENT& DIRECTOR

YAZMIN T. CANTERA - ASSISTANT VICE PRESIDENT & DIRECTOR

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ARTICLE VII- INCORPORATORS

The name and address of each Incorporators are:

NAME	ADDRESS	
EDUARDO CANTERA	1762 Coral Way Miami, FL 33145	300 SHARES
JOSEPHINE CANTERA	1762 Coral Way Miami, FL 33145	300 SHARES
BARBARA POLLACK	1762 Coral Way Miami, FL 33145	300 SHARES
JOANNE MORALES	1762 Coral Way Miami, FL 33145	50 SHARES
YAZMIN T.CANTERA	1762 Coral Way Miami, FL 33145	50 SHARES

ARTICLE VIII- INDEMNIFICATION

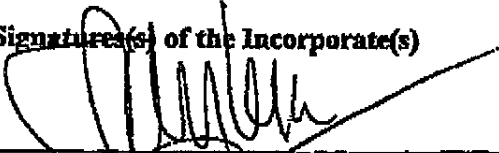
This Corporation shall indemnify and may insure it's Officers and Directors to the fullest extent permitted by Law.


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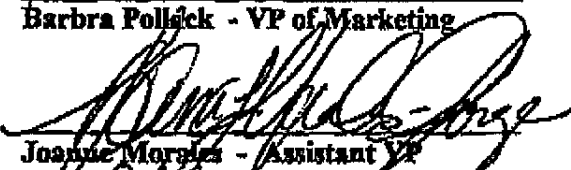
The Undersigned Incorporate(s) has (have) executed these Articles of
Incorporation this 19th day of July 2000

Signatures(s) of the Incorporate(s)


Eduardo Cantera - President


Josephine Cantera - VP of Operations


Barbra Pollock - VP of Marketing


Joanne Morales - Assistant VP


Yazmin Cantera - Assistant VP

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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 followings statement in designating the registered office/ registered agent, in the State of Florida.

The name of the corporation is: CANTERA, POLLACK & ASSOCIATES, INC.


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

EDUARDO CANTERA, ESQUIRE
1762 Coral Way
Miami, Florida 33145

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 FUTHER 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 POSITIONS AS REGISTERED AGENT.

Signature

Date:


7/19/00

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