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October 12, 2000

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

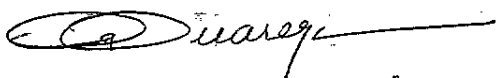
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*****87.50 *****87.50

To whom it may concern:

Enclosed please find Check Number 378, in the amount of \$87.50, Articles of Incorporation to register a corporate name and a self-addressed stamped envelope.

Your prompt attention to this matter is most greatly appreciated.

Sincerely,



Ana Prego

AP/ap

Enclosures

3312 Sw 1st ave
Miami, FL 33134

FILED
00 OCT 17 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HAVANA ANA'S, INC.**

FILED
00 OCT 17 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Havana Ana's, Inc. Its principal office address and business mailing address is 3312 SW 1st Avenue, Miami, FL 33145.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 3312 SW 1st Avenue, Miami, Florida 33145, and the initial registered agent of this Corporation at such office shall be Ana Prego, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

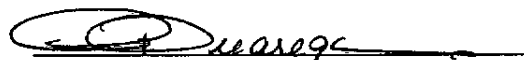
The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ana Prego	3312 SW 1 st Avenue Miami, FL 33145
Susy Baldor Prego	3312 SW 1 st Avenue Miami, FL 33145
Susy Torr�s Prego	3312 SW 1 st Avenue Miami, FL 33145

ARTICLE VII - INCORPORATOR

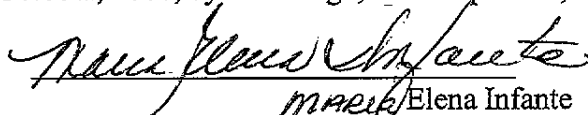
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Ana Prego	3312 SW 1 st Avenue Miami, Florida 33145


Ana Prego, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Havana Ana's, Inc., were acknowledged before me this 10th day of October, 2000, by Ana Prego, as Incorporator, who is personally known to me.


Elena Infante
Notary Public, State of Florida

My Commission Expires:

(seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Havana Ana's, Inc., at the place designated in the Articles of Incorporation, Ana Prego agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: October 10, 2000



Ana Prego

FILED

00 OCT 17 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA