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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 OCT 24 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CITYWIDE CORPORATION

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION OF
Citywide Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is: Citywide Corporation

ARTICLE II - DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS,

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal and registered office of this corporation is: 12260 S.W. 8th Street, Suite 116, Miami, Florida 33184,

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The name of the initial registered agent of this corporation is:

ELENA DIAZ DE VILLEGAS, ATTORNEY AT LAW

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

This corporation shall have (2) director(s), initially.

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 name(s) and address(es) of the initial director(s) of the corporation is (are):

ARMANDO J. PEREZ ALEMAN, 8480 S.W. 94 STREET,
MIAMI, FLORIDA 33156

ELENA DIAZ DE VILLEGAS, 8480 S.W. 94 STREET,
MIAMI, FLORIDA 33156

ARTICLE VIII - INDEMNIFICATION:

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

ARTICLE IX - INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

ARMANDO J. PEREZ ALEMAN, 8480 S.W. 94 STREET,
MIAMI, FLORIDA 33156

IN WITNESS WHEREOF, the undersigned subscriber(s) has
(have) executed these Articles of Incorporation this 23 day of
October, 2000.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

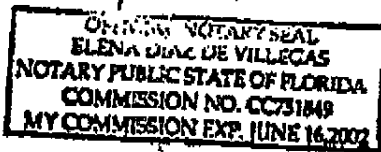
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ARMANDO J. PEREZ ALEMAN, known to me and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 23rd day of October, 2000, by Armando J. Perez Aleman, who is personally known to me or who has produced driver's license, as identification and who did take an oath.

[Signature]
ARMANDO J. PEREZ ALEMAN



ELENA DIAZ DE VILLEGAS
NOTARY PUBLIC

[Signature]
Print Name Commission No:

THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE.

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted:

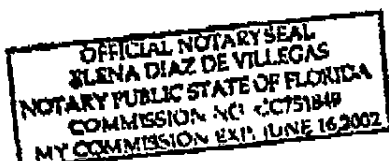
desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: ELENA DIAZ DE VILLEGAS as its agent to accept service of process within the State of Florida, with the registered address at:

12260 S.W. 8th Street, Suite 224,
Miami, Florida 33184

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, 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.

DATED: THIS 23 DAY OF October, 2000.



[Signature]
REGISTERED AGENT

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TALLAHASSEE, FLORIDA