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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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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
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SA PROPERTIES GROUP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

SA PROPERTIES GROUP, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, does hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

SA PROPERTIES GROUP, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be

65 Washington Avenue
Suite 26
Miami Beach, FL 33139

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	7,500	\$ 1.00

Prepared by
SILVIA ALVAREZ
65 Washington Avenue
Suite 26
Miami, Beach, FL 33139

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ARTICLE V

The amount of capital this corporation will begin business with is:

ONE HUNDRED DOLLARS (\$100.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successors are chosen shall be:

SILVIA ALVAREZ
65 WASHINGTON Avenue
Suite 26
Miami BEACH, FL 33139

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successors are chosen shall be:

SILVIA ALVAREZ
65 Washington Avenue
Suite 26
Miami Beach, FL 33139

President/Secretary

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ARTICLE X

The initial registered agent and registered office of the corporation shall be:

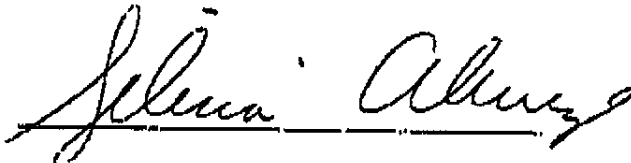
SILVIA ALVAREZ
65 Washington Avenue
Suite 26
Miami Beach, FL 33139

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

I, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 17th day of November 2000, and do declare it to be true and correct.

SILVIA ALVAREZ
65 Washington Avenue
Suite 26
Miami Beach, FL 33139

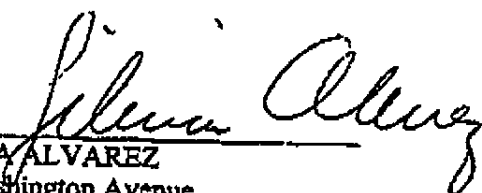


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ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, SILVIA ALVAREZ a natural person with an address of 65 Washington Avenue, Suite 26, Miami Beach, FL 33139 do hereby accept the appointment of Registered Agent of SA PROPERTIES GROUP, INC.. on this 17th day of November 2000.



SILVIA ALVAREZ
65 Washington Avenue
Suite 26
Miami Beach, FL 33139

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