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LAW OFFICES

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November 29, 2000

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of
TELMARTSTORE, INC.

700003483267--8

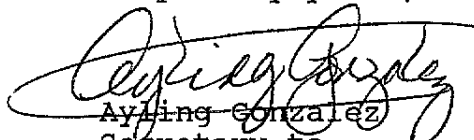
-12/01/00--01062--015

****122.50 *****78.75

Gentlemen:

Enclosed please find check in the amount of \$122.50 made payable to the Secretary of State for the filing of the above corporation. I have attached an original and one copy of the articles for processing. Thank you.

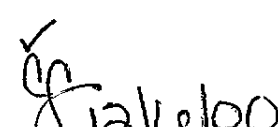
Very truly yours,


Ayling Gonzalez
Secretary to
Luis J. Rivero

LJR:amg
CORP.LTR

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -1 PM 1:31



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION OF
TELMARTSTORE, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be TELMARTSTORE, INC.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

782 N.W. 42 AVE., STE. 534
MIAMI, FLORIDA 33126

VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than three (3) members.

VIII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

LUIS J. RIVERO
782 N.W. 42 AVE., STE. 534
MIAMI, FLORIDA 33126

IX

The registered agent and the registered office for this corporation is:

LUIS J. RIVERO, ESQUIRE
782 N.W. 42 AVENUE, STE. 534
MIAMI, FLORIDA 33126

X

The name of the subscriber to these Articles of Incorporation, is LUIS J. RIVERO. The total aggregate amount of shares he agrees to take shall be the sum of 1,000 at \$1.00 par value for a total amount of \$1,000.00. The address shall be:

782 N.W. 42 AVENUE, STE. 534
MIAMI, FLORIDA 33126

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

LUIS J. RIVERO - President and Director

XII

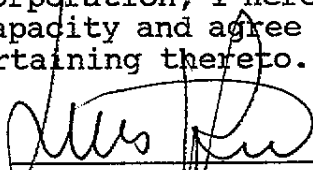
This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there

shall be elected a minimum of two directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: President, Vice-President, Secretary and Treasurer and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

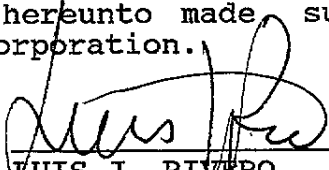
XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


LUIS J. RIVERO, ESQUIRE

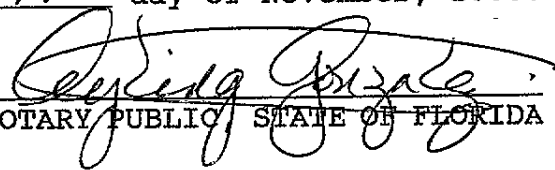
IN WITNESS WHEREOF, I have hereunto made subscribed and acknowledged these Articles of Incorporation.


LUIS J. RIVERO

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority did personally appeared the person known by me to be, LUIS J. RIVERO, who after being duly sworn, acknowledged the foregoing to be his act and deed. *Personally Known*

WITNESS my hand and seal this 14 day of November, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

TELMARTS.CO1



AYLING D. GONZALEZ
COMMISSION # CC 649145
EXPIRES JUL 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.