

P0100000/335

FILED

01 JAN -4 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

VICTOR'S CELESTIAL ENTERTAINMENT, INC.

SUBJECT:

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :\$78.75

\$70.00 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

\$78.75 \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM:

Milagros Fernandez

Name (Printed or typed)

27553 S Dixie Hwy

Address

Miami, FL 33032

City, State & Zip

305-242-7174

Daytime Telephone number

800003512938--8
-12/26/00--01077--004
*****78.75 *****78.75

file 1-4-01

NOTE: Please provide the original and one copy of the articles.

D. BROWN JAN 3 4 2001

ARTICLES OF INCORPORATION
OF
VICTOR'S CELESTIAL ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VICTOR'S CELESTIAL ENTERTAINMENT, INC.

The principal place of business of this corporation shall be at:

10420 SW 216th STREET SUITE 202
MIAMI, FLORIDA 33190

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value per share. All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having a value in the judgment of the Board of Directors of the corporation at least equal to the full value of the stock so to be issued.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be 27553 S. DIXIE HWY Homestead, Florida 33032 and the name of the initial registered agent of the corporation at that address is MILAGROS FERNANDEZ.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have ONE officer and director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

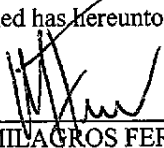
VICTOR M. VAZQUEZ - P/D
10420 SW 216th STREET SUITE 202
MIAMI, FLORIDA 33190

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MILAGROS FERNANDEZ, 27553 S. DIXIE HWY, MIAMI, FLORIDA 33032.

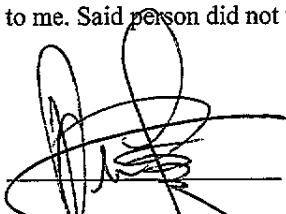
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1st day of December, 2000.



MILAGROS FERNANDEZ

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of December, 2000, by MILAGROS FERNANDEZ who produced _____ as identification or is personally known to me. Said person did not take an oath.


Notary Public, State of Florida at Large

 Hernan A Fernandez
★ My Commission CC835843
Expires May 11, 2003

My Commission Expires: 5/11/03

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

VICTOR'S CELESTIAL ENTERTAINMENT, INC. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named MILAGROS FERNANDEZ, 27553 S. Dixie Hwy, Miami, Florida 33032 as its agent to accept service of process within the state.



INCORPORATER

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



MILAGROS FERNANDEZ