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December 11, 2000

State of Florida
Division of Corporations
Attn: Articles Filing
P. O. Box 6327
Tallahassee, FL 32314

000003516550--5
-12/29/00--01013--001
*****70.00 *****70.00

Re: Articles of Incorporation of
Cinema Sur and Tour, Inc.

Dear Madam or Sir:

Enclosed please find the original, plus one copy of the Articles of Incorporation for:

CINEMA SUR AND TOUR, INC.

Along with my check for filing fee in the amount of \$ 70.00

Please file the Articles and return a conformed copy to this office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,

J. Carlos Mena
Notary Public

FILED
00 DEC 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

cc: Mr. Carlos L. Flores
Mrs. Maria N. Gonzalez

00 DEC 28 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FL

Feb
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FILED
00 DEC 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CINEMA SUR AND TOUR, INC.

We, Carlos L. Flores and Maria N. Gonzalez, the undersigned, hereby execute these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporation for profit.

ARTICLE I

The name of the corporation is: CINEMA SUR AND TOUR, INC.

ARTICLE II

The general nature of the business to be conducted shall be: The corporation may engage in activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock of a ONE DOLLAR (\$1.00) par value. All of said stock and the value thereof are issued in accordance with Section 1361 and 1244 of the Internal Revenue Code and the regulations issued thereunder, and said offering of this stock under said provisions of the Internal Revenue Code is to continue for so long as permissible pursuant to the Internal Revenue Code.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this corporation shall be 717 Opa Locka Blvd., Opa Locka, Fl 33054. The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this corporation as it may see fit.

ARTICLE VI

The number of Directors of this corporation shall be as provided by the By-laws, but shall not be less than One (1) in number, nor more than Three (3), and shall be One in number until otherwise fixed or changed by the By-laws.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
Carlos L. Flores	717 Opa Locka Blvd. Opa Locka, Fl 33054	President & Director	50% Stock- holder
Maria N. Gonzalez	717 Opa Locka Blvd. Opa Locka, Fl 33054	Vice President & Director	50% Stock- holder

ARTICLE VIII

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

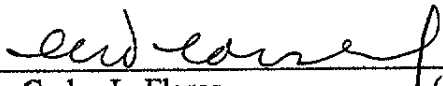
ARTICLE IX

The address of the registered office of the corporation shall be 717 Opa Locka Blvd., Opa Locka, Fl 33054 and the name of the Registered Agent shall be Carlos L. Flores, who maintains an office at the above mentioned address.

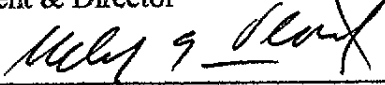
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by (at least) a majority of the stockholder entitled to vote thereon, unless all of the stockholder sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

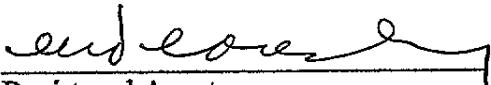
In witness thereof, we, the undersigned, being the original subscriber to the capital stock herein before named, have hereunto set our hands and seals at Opa Locka, Miami-Dade County, Florida, this 11 day of December, 2000, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



Carlos L. Flores (Seal)
President & Director



Maria N. Gonzalez (Seal)
Vice President & Director



Registered Agent
Carlos L. Flores (Seal)

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

Before me, the undersigned authority, personally appeared Carlos L. Flores, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she signed same for the purposes therein expressed.

Witness my hand and official seal at Opa Locka, Miami-Dade County, Florida, this 11 day of December, 2000.
My commission expires:



Notary Signature



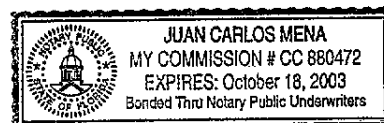
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared Maria N. Gonzalez, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she signed same for the purposes therein expressed.

Witness my hand and official seal at Opa Locka, Miami-Dade County, Florida this 11 day of December, 2000.
My commission expires:



Notary Signature



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

Before me, the undersigned authority, personally appeared Carlos L. Flores, to me personally known and known to me to be the person described in and who, as Registered Agent, executed the foregoing Articles of Incorporation, and she acknowledged before me that she is hereby familiar with and accepts the duties and responsibilities as Registered Agent for said corporation and signed same for the purposes therein expressed.

Witness my hand and official seal at Opa Locka, Miami-Dade County, Florida, this 11 day of December, 2000.

My commission expires:



Notary Signature

