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LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CRUZ LEAL ENTERTAINMENT, INC
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)



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Certified Copy



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

CruzLeal Entertainment, Inc

FILED
01 FEB - 8 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to the Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State Of Florida.

ARTICLE I - NAME

The name of the corporation is CruzLeal Entertainment, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any and all lawful activities permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at no par value.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial address for the corporation is 7007 SW 120 Avenue; Miami, Florida 33183.

ARTICLE VI - DIRECTORS

The corporation shall have three (3) Director(s) initially. The number of Directors may be increased or decreased as prescribed by the By-laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified is as follows:

Armando Reinaldo Cruz
President

7007 SW 120 Avenue
Miami, Florida 33183

Anabel Leal Hernandez
Vice-President

7007 SW 120 Avenue
Miami, Florida 33183

Yoanka Oliva Caceres
Secretary

7007 SW 120 Avenue
Miami, Florida 33183

ARTICLE VIII - SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is
(are):


Armando Reinaldo Cruz

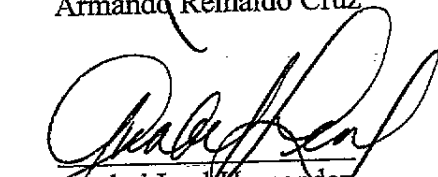
7007 SW 120 Avenue
Miami, Florida 33183

Anabel Leal Hernandez

7007 SW 120 Avenue
Miami, Florida 33183

IN WITNESS WHEREOF the undersigned subscriber(s) has (have) executed these
Articles Of Incorporation this 05 day of February, 2001.

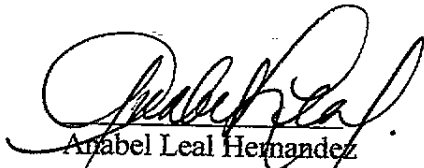

Armando Reinaldo Cruz


Anabel Leal Hernandez

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

Pursuant to Chapter 607.034 of Florida Statutes, the following is submitted in compliance
with said Act:

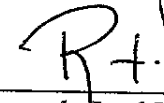
CruzLeal Entertainment, Inc. desiring to organize under the laws of the State of Florida
has named Armando Reinaldo Cruz whose address is 7007 SW 120 Avenue; Miami,
Florida 33183 as Registered Agent to accept service of process within the State.


Arabel Leal Hernandez

ACKNOWLEDGEMENT:

Having been named as Registered Agent and to accept service of process for the above
named corporation at the place designated in this certificate, I hereby accept the
appointment and agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5 day of
February, 2001, at Miami, Dade County, Florida.


Armando Leal Hernandez
Registered Agent

FILED
01 FEB - 8 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA