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MICHAEL G. PARK, ESQ.
127 BAREFOOT COVE
HYPOLUXO, FLORIDA 33462
(561) 582-4434

March 12, 2001

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

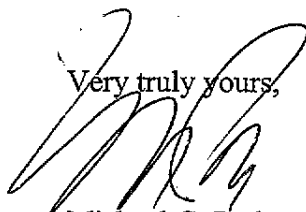
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*****78.75 *****78.75

Re: **CEREZO ENTERPRISES, Inc.**

Dear Madam/Sir:

Enclosed please one original and one copy of the Articles of Incorporation for the above-referenced corporation, along with my trust account check in the amount of \$78.75 for the filing fee, registered agent fee and certified copy. Please expedite the filing for this corporation, and return a certified copy of the Articles to me by mail. If you should have any questions, please feel free to call me at 561-582-4434.

Very truly yours,



Michael G. Park

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CEREZO ENTERPRISES, INC.**

THE UNDERSIGNED, incorporator, in order to form a corporation for the purposes herein stated, under and pursuant to the provisions of the Florida Business Corporation Act (the "Act") hereby adopts the following Articles of Incorporation ("Articles"):

ARTICLE I - NAME

The name of the corporation (hereinafter called the "Corporation") is **CEREZO ENTERPRISES, INC.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - STREET AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 4992 NW 6th Street, Delray Beach, Florida 33445.

ARTICLE IV - PURPOSE

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, no par value per share, entitling the holders thereof to one (1) vote per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent for the Corporation is Michael G. Park, Esq., 127 Barefoot Cove, Hypoluxo, Florida 33462.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

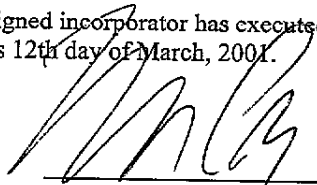
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Michael G. Park, Esq., 127 Barefoot Cove, Hypoluxo, Florida 33462.

Prepared by:
Michael G. Park, Esq.
Florida Bar No. 0855870
127 Barefoot Cove
Hypoluxo, Florida 33462.
(561) 582-4434

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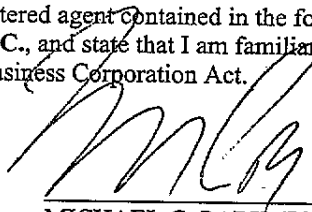
IN WITNESS WHEREOF, the undersigned incorporator has executed, subscribed and acknowledged these Articles of Incorporation this 12th day of March, 2001.

A handwritten signature in black ink, appearing to read 'MGP', is written over a horizontal line.

MICHAEL G. PARK, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **CEREZO ENTERPRISES, INC.**, and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



MICHAEL G. PARK, ESQ.

Dated: March 12, 2000

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TALLAHASSEE, FLORIDA