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OFFICE USE ONLY

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

1. LOS LIBROS EN ESPANOL.COM, INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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

FILED RECEIVED
01 MAR 26 PM 1:39
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
LOS LIBROS EN ESPANOL.COM, INC**

FILED
01 MAR 26 PM 1:37
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 is

LOS LIBROS EN ESPANOL.COM, INC

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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The initial street address of the principal office of this corporation is to be at 451 NW 82nd Ave-Suite 812 Miami, Florida 33126.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

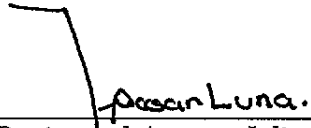
ARTICLE V. REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That "LOS LIBROS EN ESPANOL.COM, INC", desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, Dade County, has named JULIO CESAR LUNA located at 451 N.W. 82nd Avenue #812 - Miami, Florida 33126 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provisions of said office.



Registered Agent – Julio C. Luna

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. DIRECTORS

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial member of the Board of Directors are:

JULIO CESAR LUNA

*451 N.W. 82nd Ave – Suite 812
Miami, Florida 33126*

SONIA LUNA

*451 N.W. 82nd Ave – Suite 812
Miami, Florida 33126*

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

JULIO CESAR LUNA
President

451 N.W. 82nd Ave – Suite 812
Miami, Florida 33126

SONIA LUNA
Vice-President

451 N.W. 82nd Avenue – Suite 812
Miami, Florida 33126

ARTICLE XI. INCORPORATOR

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

JULIO CESAR LUNA

451 N.W. 82nd Ave – Suite 812
Miami, Florida 33126

ARTICLE XII. EFFECTIVE DATE

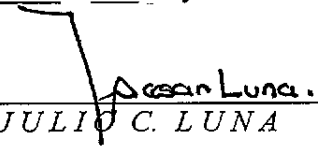
These Articles of Incorporation shall be effective on March 21, 2001 date of execution and acknowledgement.

ARTICLE XIII. AMMENDMENT

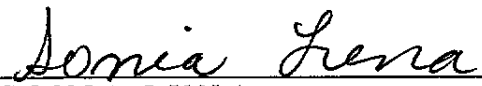
These Articles of incorporation may be amended in the manner provided by law. The Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, shall approve every amendment manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, seal on this

21 Day of March, 2001.



JULIO C. LUNA (Seal)



SONIA LUNA (Seal)

FILED
01 MAR 26 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA