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TRANSMITTAL LETTER

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

700004398167--2
-06/12/01--01017--007
*****35.00 *****35.00

700004398167--2
-06/12/01--01017--008
*****35.00 *****35.00

SUBJECT: LAUREANO, Vazquez & Associates, Incorporated
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700004398167--2
-06/12/01--01017--009
*****8.75 *****8.75

700004398167--2
-06/12/01--01017--010
*****8.75 *****8.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check

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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Manuel Laureano
Name (Printed or typed)

13989 S.W. 94th Circle Lane #2-102
Address

Miami, Florida 33186
City, State & Zip

305-979-0243
Daytime Telephone number

FILED
 01 JUN 11 AM 8:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

F. CHESSER JUN 13 2001

**Laureano, Vazquez & Associates, Inc.
ARTICLES OF INCORPORATION**

ARTICLE I Corporation's Name:

This Corporation, formed under the Florida for profit-corporation law, shall be known as LAUREANO, VAZQUEZ & ASSOCIATES, INC. (hereafter "L. V. & Asso., Inc.").

ARTICLE II Offices:

The principal offices of the corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 13989 S.W. 94th Circle Lane, #2-102, Miami, Florida 33186.

ARTICLE III PURPOSE:

This Corporation is organized and shall operate principally for the purpose of providing Import/Export and sale of home decoration items, floral arrangements, and individual style/image consultation. The corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the corporation as contemplated by these Articles.

ARTICLE IV CAPITAL STOCK:

This Corporation shall be authorized to issue a maximum of 125 shares capital stock, which shall have \$1,000.00 par value, shall be designated as "Common Stock". The initial distribution of shares will be 50% to Mr. Gerardo Vazquez and 50% to Mr. Manuel Laureano. In the case of a voting deadlock the owners agree to arbitration by any Court appointed mediator.

ARTICLE V INITIAL BOARD OF DIRECTORS:

The corporation shall initially have two directors constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Mr. Manuel Laureano - Chief Executive Officer - President/advisor,
13989 S.W. 94th Circle Lane #2-102, Miami, Florida 33186.

Mr. Gerardo Vazquez - Vice-President/Marketing, 13989 S.W. 94th
Circle Lane #2-102, Miami, Florida 33186.

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ARTICLE VI BOARD OF DIRECTORS:

The Board of Directors is responsible for the direction and control of all matters pertaining to of L. V. & Asso., Inc. The Board of Directors shall select the Manager, who shall serve at the pleasure of the Board. The Manager shall establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

Members of the Board of Directors: The affairs of of L. V. & Asso., Inc. shall be managed by the Board of Directors. These shall initially be the owners of the Corporation but later may be expanded to up to five members, or any number designated by the Board.

Initial Appointment of Directors:

Initial Board Members shall consist of the owners of L. V. & Asso., Inc..

ARTICLE VII MEETING OF BOARD OF DIRECTORS:

Meeting of Board of Directors: Every meeting of persons who are Directors of the corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

Minutes: Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

Time and Place of Meetings: All meetings shall be held at such time and place within or out the State of Florida, as may, from time to time, be fixed by the Board of Directors or the President or the Secretary as may be provided in the by-laws of the corporation with appropriate notice as required by the by-laws.

Requirements for voting: Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be as defined in the by-laws of the Corporation.

ARTICLE VIII OFFICERS:

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

Mr. Manuel Laureano - Chief Executive Officer -President/advisor

Mr. Gerardo Vazquez - Vice-President/Marketing

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer and such Vice President(s) as the Board of Directors

may deem appropriate. The Board may also appoint one or more Assistant Secretaries and Assistant Treasurers, who will not be voting members of the Board. The President, Vice President(s), Secretary and Treasurer shall constitute the Executive Committee of the Corporation.

Advisor: The manager shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and assigned Committees thereof.

Fiscal year: The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION:

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which (2 members) a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE X INITIAL REGISTERED OFFICE AND AGENT:

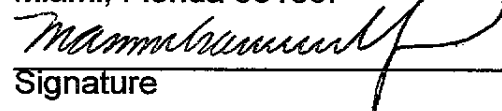
The street address of the initial registered office of this corporation is located at 13989 S. W. 94th Circle Lane, #2-102, Miami, Florida 33186, and the name of the initial registered agent of this corporation at that address.

Mr. Lane Abraham, Esq., 2701 S. Bayshore Blvd., Suite 403, Miami, Florida 33133.

ARTICLE XI INCORPORATOR:

The name and address of the INCORPORATOR signing these Articles is:

Manuel Laureano, Director, 13989 S.W. 94th Circle Lane #2-102, Miami, Florida 33186.


Signature

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST that Mr. Manuel Laureano , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 13989 S.W. 94th Circle Lane #2-102, Miami, Florida 33186., has named **Mr. Lane Abraham, Esq., 2701 S. Bayshore Blvd., Suite 403, Miami, Florida 33133**, as its agent to accept service of process within Florida.

Dated: 5 day of June of , 2001.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Mr. Lane Abraham, Esq.
Registered Agent

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

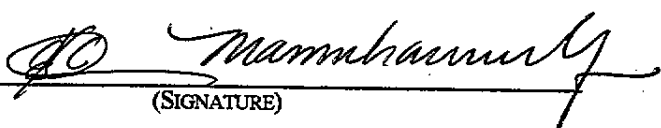
1. The name of the corporation is LAUREANO, VAZQUEZ & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

MR. LANE ABRAHAM, ESQ.
(NAME)
2701 S. BAYSHORE BLVD., SUITE 403
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)
Miami, Florida 33133
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

 (SIGNATURE) June 4, 2001 (DATE)