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FLORIDA PROFIT CORPORATION OR P.A.

J & J FERNANDEZ COMPANY, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2001

LAZARUS

SUBJECT: J & J FERNANDEZ COMPANY, INC.
REF: W01000013498

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ARTICLES OF INCORPORATION
OF
J & J Fernandez Company, Inc.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all power, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is J & J Fernandez Company, Inc., (hereinafter referred to as the "Corporation") and its mailing address is 10621 North Kendall Drive, Suite 206, Miami, Florida 333176.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Share".

ARTICLE V- REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Eduardo Exposito, Esq., Attorney at Law, and his address is 10621 North Kendall Drive, Suite 206, Miami, Florida 333176.

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ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME**ADDRESS**

1. Juan Fernandez

10621 N. Kendall Drive, Miami, FL 33176

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

ARTICLE VII- BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or replaced by either the shareholders or Directors.

ARTICLE VIII- INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATION

The name of the person signing these Articles is Eduardo Exposito, Esq. whose address is 10621 N Kendall Dr., Suite 206, Miami, Florida 333 .

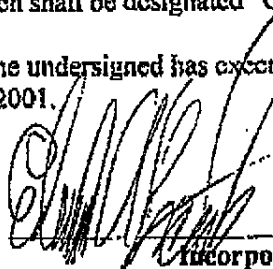
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ARTICLE X

This Corporation is authorized to issue one hundred (1,000) shares of one (\$1.00) Dollar per value common stock, which shall be designated "Common Shares".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day of May, 2001.


Incorporator

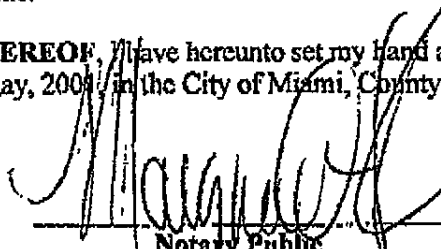
ACKNOWLEDGMENT

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

s. s.

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared: Eduardo Exposito, Esq.,
Personally known to me, or who produced the following identification
, to be the person described herein as Incorporator and who executed the foregoing **ARTICLES OF INCORPORATION**, and be acknowledged before me that he / she executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand attached my official seal of office, this 22 day of May, 2001, in the City of Miami, County of Miami- Dade, in the State of Florida.


Notary Public
State of Florida

My commission expires:



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H01000073331**CERTIFICATE OF DESIGNATION****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: J & J Fernandez Company, Inc.
2. The name and address of the Registered Agent of and Office is:

Eduardo A. Exposito
10621 N. Kendell Drive, Suite 206
Miami, Florida 33176

Signature: _____

Date: May 22, 2001

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.

Eduardo Exposito

Date: May 22, 2001

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