

*Law Offices of
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MIAMI, FLORIDA 33156

PO1000061849

June 14, 2001

CERTIFIED MAIL-RETURN RECEIPT

Florida Department of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32301

700004431107--7
-06/20/01--01013--002
*****78.75 *****78.75

Re: Only in America, Corp.

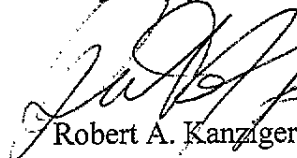
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles. A check for \$78.75 is enclosed. This represents payment for filing fee, Registered Agent Designation and certified copy.

Thank you for your cooperation.

Very truly yours,


Robert A. Kanziger

FILED
01 JUN 19 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAK/sms

Enclosures

cc: Mr. Manuel Rocafort

6 BULLOCK JUN 21 2001

ARTICLES OF INCORPORATION
OF

ONLY IN AMERICA, CORP.

ARTICLE I. CORPORATION NAME.

The name of the corporation is :

Only in America, Corp.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert A. Kanziger, Esquire
Two Datran Center
9130 South Dadeland Boulevard
Suite 1705
Miami, Florida 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

FILED
01 JUN 19 AM 11:37
SECRETARY OF STATE.
TALLAHASSEE, FLORIDA

ARTICLE VI. CORPORATION BUSINESS ADDRESS.

The initial corporate business address shall be:

14250 S. W. 136th Street
Unit #2
Miami, Florida 33186

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial directors of this Corporation and his/her street address is:

Manuel Rocafort
14250 S. W. 136th Street
Unit #2
Miami, Florida 33186

The person named as initial director shall hold office for the first year of existence of this Corporation or until his/her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATION.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Manuel Rocafort
14250 S. W. 136th Street
Unit #2
Miami, Florida 33186

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders

and approved at a stockholders meeting by a least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator has signed his name to the foregoing Articles of Incorporation this 28 day of MAY, 2001.


MANUEL ROCAFORT

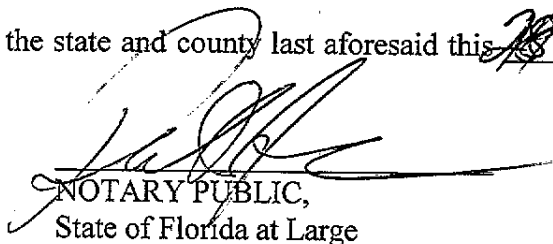
STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MANUEL ROCAFORT who after first being duly cautioned and sworn, deposes and says that he subscribed the foregoing Articles of Incorporation as the incorporator freely and voluntarily for the purposes therein expressed.

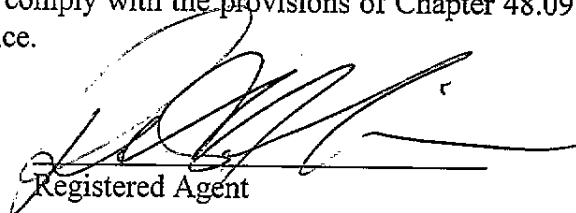
WITNESS my hand and official seal in the state and county last aforesaid this 28 day of MAY, 2001.



ROBERT A. KANZIGER
COMMISSION # CC767454
EXPIRES AUG 31, 2002
BONDED THROUGH
AMERICAN NOTARY


NOTARY PUBLIC,
State of Florida at Large

HAVING BEEN DULY SWORN, I hereby agree to act in such capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Registered Agent