

September 18, 2001

Hector Estrada
430 S.W. 136th Place
Miami, Florida 33184
Telephone: (786) 229-9663

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-09/18/01--01068--005
*****78.75 *****78.75

Attention: Division of Corporations

Re: Articles of Incorporation for
Philippians Investments, Inc.
(a corporation for profit)

To whom it may concern:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Registered Agent for Philippians Investments, Inc., a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to the Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$ 8.75
TOTAL	\$78.75

Please forward the certified copy of the Articles of Incorporation to the Registered Agent at 11033 N.W. 43 Lane, Miami, Florida 33178. Thank you for your courteous cooperation.

Sincerely yours,

Hector Estrada
President

Enclosure: Original and one copy of Articles of Incorporation
Original and one copy of Acceptance of Registered Agent
Check for Filing Fee

FILED
01 SEP 18 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 18 2001

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**ARTICLES OF INCORPORATION
OF
PHILIPPIANS INVESTMENTS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be Philippians Investments, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address is 430 S.W. 136th Place, Miami, Florida 33184.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated Common Shares.

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ARTICLE V

Board of Directors

The initial Board of Directors of this Corporation shall consist of one (1) director, Hector Estrada, who resides at 430 S.W. 136th Place, Miami, Florida 33184, and will hold the title of President.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 11033 N.W. 43 Lane, Miami, Florida 33178, and the name of its initial registered agent at such address is Michael R. Torres, C.P.A.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles of Incorporation and serving as the sole incorporator is:

<u>Name</u>	<u>Address</u>
Hector Estrada	430 SW 136 th Place Miami, Florida 33184

ARTICLE VIII

Powers

The Corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and any specific powers of the corporation.

ARTICLE IX

Duration

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

ARTICLE X

Dissolution

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of debts of the corporation, be distributed to the shareholders on a pro rata basis. Each shareholder shall participate in the distribution in direct proportion to the number of shares held by him or her.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, shall have the right to purchase his or her own pro rata share at the price it is offered to others.

ARTICLE XII

Bylaws

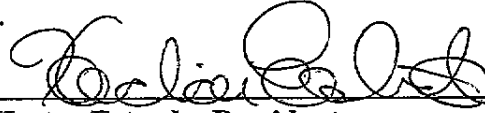
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of
Incorporation, this 6th day of September 2001.


Hector Estrada, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent of Philippians Investments, Inc., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Michael R. Torres, C.P.A.

Dated this 6th day of September 2001.

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