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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 13, 2001

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

Re: Cervantes Enterprises, Inc.


000004684850--3
-11/16/01--01038--003
****122.50 *****78.75

Dear Madam/Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 for the payment of fees. Please forward the filing acknowledgment to this office.

Thank you for your attention in this matter

Sincerely,


Carlos Martinez

CM/np.

Encls. --

C. BLALOCK NOV 20 2001

ARTICLES OF INCORPORATION
OF
CERVANTES ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Aristeo Cervantes, acknowledge and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME:

The name of this corporation shall be: CERVANTES ENTERPRISES, INC.

ARTICLE II

PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 655 Fairwood Avenue, #323, Clearwater, FL 33759.

ARTICLE III

The general nature of the business and businesses to the transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation. It is expressly declared and provided that the

corporation, to carry on its business, or for the purpose of publishing any of the objects here in above mentioned shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other power, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state and which now or here after may authorized by law:

ARTICLE IV

SHARES:

The authorized capital stock of this corporation shall consist of: One Thousand (1,000) shares of common stock, one dollar (\$1.00) par value.

ARTICLE V

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's initial Registered Office is 655 Fairwood Avenue, #323, Clearwater, FL 33759. The initial Registered Agent for the corporation is Aristeo Cervantes, located at the initial address of the corporation.

ARTICLE VII

DIRECTORS:

The corporation shall have not less than one Director, as

provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VIII

FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

Aristeo Cervantes 655 Fairwood Avenue, #323
Clearwater, FL 33759

INCORPORATOR:

The name and address of the initial Incorporator of the corporation is as follows:


Aristeo Cervantes 655 Fairwood Avenue, #323
Clearwater, FL 33759

ARTICLE IX

GENERAL PROVISION:

- (a) The private property of the Stockholder shall not be subject to the payment of any corporate debts to any extend whatsoever.
- (b) Subject to the provisions and conditions of the article the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just value to be fixed by its Board of Directors.
- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extend and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.
- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonable incurred by him/her in connection with arising out of any action, suit or proceeding in which

(e) All share holders of the corporation shall be vested with full preemptive rights.



STATE OF FLORIDA)
COUNTY OF BROWARD)

Public Sta

My Commission Expires: Jan 8, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 607.0501, Florida Statutes, and in compliance with the Act, the following is submitted:

First -- That CERVANTES ENTERPRISES, 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 Clearwater, County of Pinellas, State of Florida, has named Aristeo Cervantes, 655 Fairwood Avenue, #323, Clearwater, Florida 33759, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Aristeo Cervantes
Registered Agent

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TALLAHASSEE, FLORIDA