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NAGEL & FELIPE, LLP
ATTORNEYS AT LAW

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Miami, Florida 33131

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November 14, 2001

Department of State
Division of Corporations
PO Box 5327
Tallahassee, FL 32314

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-11/19/01--01064--002
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed, please find two counterparts of the Articles of Incorporation for SIERRA MADRE INTERNATIONAL, INC. to be filed with the Division of Corporations and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
<u>Certified Copy</u>	<u>\$ 8.75</u>
Total	\$78.75

Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

Sincerely,


MARCELL FELIPE, J.D.

FILED
01 DEC -4 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK DEC 4 2001

610126745



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2001

MARCELL FELIPE, ESQ.
888 BRICKELL AVE FIFTH FL
MIAMI, FL 33131

SUBJECT: SIERRA MADRE INTERNATIONAL, INC.
Ref. Number: W01000026745

We have received your document for SIERRA MADRE INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 501A00062503

ARTICLES OF INCORPORATION
OF
SIERRA MADRE INTERNATIONAL, INC.

FILED
01 DEC -4 AM 8: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **SIERRA MADRE INTERNATIONAL, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 2880 NE 14th Street, Suite 401, Pompano Beach, Florida 33062.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

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

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marcell Felipe.

ARTICLE VI - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

Name:

Address:

ANTONIO CARBONE

2880 NE 14th Street, Suite 401
Pompano Beach, Florida 33162

DIANA CARBONE

2880 NE 14th Street, Suite 401
Pompano Beach, Florida 33162

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted

by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Incorporator

The name and address of the subscriber to these Articles are:

Name:

Marcell Felipe, J.D.


Address:

888 Brickell Avenue

5th Floor

Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 14th day of November, 2001.

 (SEAL)
MARCELL FELIPE, Incorporator

STATE OF FLORIDA)


)SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared MARCELL FELIPE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 14th day of November, 2001.




Printed Name: JEREMY BURGESS
Notary Public, State of Florida
My Commission Expires: 10/30/2004

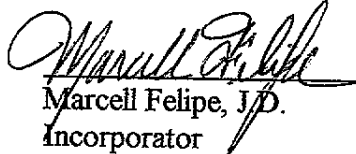
ARTICLE IX

The number of shares of stock is: 1,000

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


In compliance with Section 48.091, Florida Statutes, the following is submitted:

SIERRA MADRE INTERNATIONAL, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marcell Felipe, J.D., located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 as its agent to accept service of process within Florida.

 (SEAL)
Marcell Felipe, J.D.
Incorporator

Dated: November 14th, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.

 (SEAL)
MARCELL FELIPE, J.D.
Registered Agent

Dated: November 14th, 2001

FILED
01 DEC -4 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA