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USE ON (Document #)

EXPRESS CORPORATE FILING SERVICE INC.
 (Requestor's Name)

1000 PONCE DE LEON BLVD. STE: 101
 (Address)

CORAL GABLES, FL 33134 305-444-4994
 (City, State, Zip) (Phone #)

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 *****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Martin's Enterprises, Inc. 12/5/01
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 DEC -5 PM 3:42
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
 01 DEC -5 AM 11:35
 DEPARTMENT OF STATE
 TALLAHASSEE FLORIDA

12/5/01
 [Signature]
 NA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 5, 2001

EXPRESS CORPORATE FILING

CORAL GABLES, FL

SUBJECT: MARTIN'S ENTERPRISES, INC.
Ref. Number: W01000027682

We have received your document for MARTIN'S ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 201A00064248

CERTIFICATE OF INCORPORATION

OF

MARTIN'S ENTERPRISES, Of Miami, Inc.

FILED
01 DEC -5 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

MARTIN'S ENTERPRISES, Of Miami, Inc.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 8870 FOUNTAINEBLUE BLVD #110 MIAMI FL, 33172 The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is 8870 FOUNTAINEBLUE BLVD #110 MIAMI, FL 33172 registered agent at the address is

DOMINGO M MARTIN

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one or more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

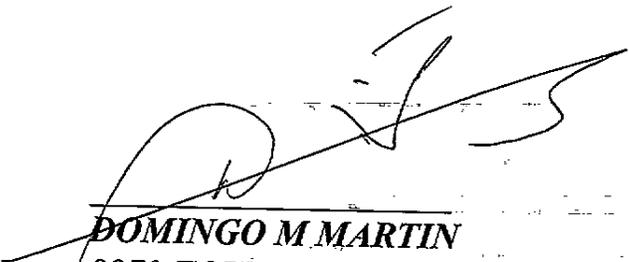
DOMINGO M MARTIN
PRESIDENT

8870 FOUNTAINEBLUE BLVD #110
MIAMI, FL 33172

ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO SET OUR HANDS AND SEALS, THIS 11TH DAY OF SEPTEMBER, 2001



DOMINGO M MARTIN

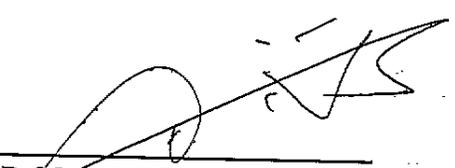
8870 FOUNTAINEBLUE BLVD #110

MIAMI, FL 33172

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

*Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida. The name of the corporation is **MARTIN'S ENTERPRISES** ^{of Miami, 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: **DOMINGO M MARTIN** at **8870 FOUNTAINEBLUE BLVD #110 MIAMI FL, 33172** agent to accept process in State of Florida County of Dade.*

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.


DOMINGO M MARTIN
REGISTERED AGENT

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TALLAHASSEE FLORIDA

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