

OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-02/25/02--01036--019
*****78.75 *****78.75

OFFICE USE ONLY

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

- PAZ PROPERTY HOMES CORP. (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
02 FEB 25 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 FEB 25 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

Handwritten signature and date 2/25

Examiner's Initials

**ARTICLES OF INCORPORATION
OF**

PAZ PROPERTY HOMES CORP.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FILED
02 FEB 25 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is:

PAZ PROPERTY HOMES CORP.

ARTICLE TWO

The principal office of the corporation shall be located at:

4338 S.W. 8 ST. MIAMI. FL. 33134

Other offices for the transaction of business may be located wherever the Directors may deem necessary of expedient.

ARTICLE THREE

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE FOUR

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE FIVE

The corporation shall have one director initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The name and address of the initial directors are:

NAME	ADDRESS
RAFAEL PAZ	4338 SW 8 ST. MIAMI.FL. 33134

ARTICLE SIX

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
RAFAEL PAZ	4338 SW 8 ST. MIAMI. FL. 33134

ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

NAME	ADDRESS
RAFAEL PAZ	4338 S.W. 8 ST. MIAMI. FL. 33134

ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which mat at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

ARTICLE NINE

The number of shares the corporation is authorized to issue is 100 shares, which shall be common stock of \$5.00 par value, each.

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE ELEVEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator set my hand and affixed my seal on this 22 day of FEBRUARY, 2002.



RAFAEL PAZ

Having been named as resident agent for the above-stated corporation. 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 and I accept the duties and obligations of Section 607.0505 Florida Statutes.



RAFAEL PAZ

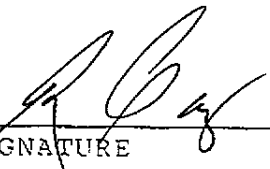
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned personally appeared RAFAEL PAZ
who being first duly sworn on oath, states as follows:

I was the President of PAZ PROPERTY HOMES CORP.

A FLORIDA CORPORATION which corporation was dissolved on or about 1998.
I AM EXECUTING THIS AFFIDAVIT TO CERTIFY IN WRITING THAT I DO NOT WISH,
NOR IT IS MY INTENTION TO REINSTATE THE OLD CORPORATION BUT TO ESTABLISH
A NEW CORPORATION USING THE SAME NAME.


SIGNATURE

PRINT NAME RAFAEL PAZ

ADDRESS 2145 NW 7 st. MIAMI. FL. 33125

FILED
02 FEB 25 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I hereby certify that in this 22 day of FEBRUARY, 2002 before me an
officer duly authorized to administer oaths and take acknowledgments,
personally appeared RAFAEL PAZ know to me be the person
described in and who executed the foregoing instrument, who acknowledged
before me that she or he executed the same, that I relied upon the
following form of identification of the above named person and that an
oath was not taken.

NOTARY PUBLIC 