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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100007802611--8
-09/17/02--01051--012
*****78.75 *****78.75

OFFICE USE ONLY

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

1. VIVES INTERNATIONAL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
02 SEP 17 AM 11:00
DIVISION OF CORPORATION

FILED
2002 SEP 17 PM 12:48
STATE OF FLORIDA
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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

09/17/02
Examiner's Initials

CERTIFICATE OF INCORPORATION
OF
VIVES INTERNATIONAL, INC.

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 information, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

VIVES INTERNATIONAL, INC.

ARTICLE II

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

ARTICLE III

The Corporation is authorized to issue and have outstanding and aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$ 1.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

2002 SEP 17 PM 12:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The names and addresses of the members of the Initial Board of Directors are:

NAME:	ADDRESS:
RAFAEL J. VIVES (President)	14233 SW 84 ST. MIAMI, FL. 33183
MAGALY NIGRINIS (Vice-President)	14233 SW 84 ST. MIAMI, FL. 33183
MANUEL J. VIVES (Treasurer)	14233 SW 84 ST. MIAMI, FL. 33183

ARTICLE VIII

The name and addresses of the Incorporators executing these Articles of Incorporation are:

NAME:	ADDRESS:
RAFAEL J. VIVES	14233 SW 84 ST. MIAMI, FL. 33183
MAGALY NIGRINIS	14233 SW 84 ST. MIAMI, FL. 33183
MANUEL J. VIVES	14233 SW 84 ST. MIAMI, FL. 33183

ARTICLE IX

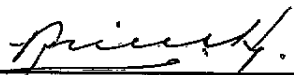
The names and addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

NAME:	ADDRESS	SHARES	CASH VALUE
RAFAEL J. VIVES	14233 SW 84 ST. MIAMI, FL. 33183	300	\$300.00
MAGALY NIGRINIS	14233 SW 84 ST. MIAMI, FL. 33183	200	\$200.00
MANUEL J. VIVES	14233 SW 84 ST. MIAMI, FL. 33183		

ARTICLE X

The stock of the corporation may be issued pursuant to the provisions under *1244 of the Internal Revenue Code in order for the stockholders of the corporation may be receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 11 day of September, 2002.



RAFAEL J. VIVES



MAGALY NIGRINIS



MANUEL J. VIVES