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FILED
02 SEP 20 AM 11: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 16, 2002

Sirs.
DIVISION OF CORPORATION
PO BOX 6327
TALLAHASSEE, FL 32314

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

NEW CORPORATION

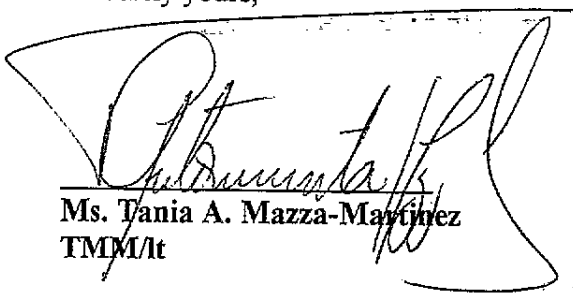
Dear Sirs:

Enclosed please find Articles of Incorporation in the referenced corporation to be filed.

We will appreciate if you can send us any notification and or communication to our address at:

MAZZA-MARTINEZ & ASSOC., P.A.
780 NW 42 AVE., SUITE 420
MIAMI, FLORIDA 33126

Sincerely yours,


Ms. Tania A. Mazza-Martinez
TMM/lt

Enclosures

5-24-02
[Handwritten initials]

ARTICLE OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation, **PHUKET-ALTHAI 51'S GROUP, CORPORATION.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 780 NW 42 Ave., Suite 420, Miami, Florida 33126.

ARTICLE III- PURPOSE

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

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 100 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 780 NW 42 Ave Suite 420, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have five (5) Officers to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Officers may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Officers are:

Moisés Benzaquén
780 NW 42 Ave., Suite 420
Miami, FL 33126

President

Beatriz Rios de Benzaquén
780 NW 42 Ave., Suite 420
Miami, FL 33126

Director

Alberto Benzaquén
780 NW 42 Ave., Suite 420
Miami, FL 33126

Director

Eugenia Benzaquén
780 NW 42 Ave., Suite 420
Miami, FL 33126

Director

Beatriz Benzaquén
780 NW 42 Ave., Suite 420
Miami, FL 33126

Director

ARTICLE VII- INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Ms. Tania A. Mazza-Martinez
MAZZA-MARTINEZ & ASSOC, P.A.
780 NW 42 Ave. Suite 420
Miami, Florida 33126

ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX- INDEMNIFICATION

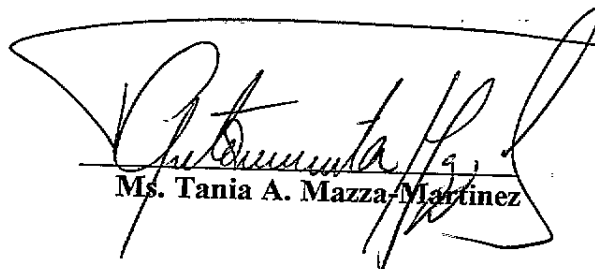
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 11, 2002

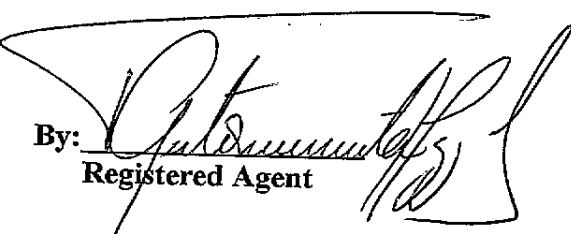


Ms. Tania A. Mazza-Martinez

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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.**

The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept 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 acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By: 
Registered Agent