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H. Albert Mayorga
P.O.Box 398045
Miami Beach, Florida 33239

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*****87.50 *****87.50

September 25, 2002

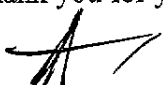
State of Florida
Department of State
P.O.Box 6327
Tallahassee, Florida 32314

Certified Mail
Return Receipt No.: 70000600002702977102
Requested

Re: The Mayorga Group Incorporated

Enclosed are an original and one copy of the articles of incorporation for The Mayorga Group Incorporated and a money order for \$87.50 to cover the filing fee, and costs for a certified copy and a Certificate of Status.

Thank you for your time and kind attention.


H. Albert Mayorga
P.O.Box 398045
Miami Beach, Florida 33239
(305) 331-5816

FILED
2002 OCT 10 AM 9:18
STATE DEPT OF STATE
TALLAHASSEE FLORIDA

10/15/02

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2002 OCT 10 AM 9:18

**ARTICLES OF INCORPORATION
OF:**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE MAYORGA GROUP INCORPORATED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

THE MAYORGA GROUP INCORPORATED

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1800 N.W. 7th. Street, Miami, Florida, 33125 and the name of the initial Registered Agent for the corporation at that address is: Albert M. Quirantes,

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244, Sub Chapter S of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon

any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

H. Albert Mayorga

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

H. Albert Mayorga
1579 Meridian Avenue, No.: 28
Miami Beach, Florida

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 25th. day of September, 2002

Incorporator:


H. Albert Mayorga

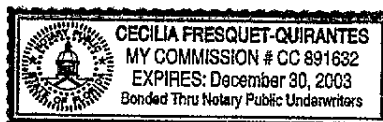
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was executed and acknowledged before me this 25th. day of September, 2002 by H. Albert Mayorga.


Notary Public, State of FLORIDA

ID: Personally Known

My Commission Expires:



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2002 OCT 10 AM 9:18

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted in compliance with the laws of
the State of FLORIDA.

THE MAYORGA GROUP INCORPORATED, a corporation organizing under
the laws of the State of FLORIDA, with its principal office located
at 1579 MERIDIAN AVENUE, NO.: 28, has named Albert M. Quirantes whose
address is 1800 N.W. 7th. Street, Miami, Florida 33125 as its Agent to accept
service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process;
to keep the office open during prescribed hours; to post my name
(and any other officers of said corporation authorized to accept
service of process at the above designated address) in some
conspicuous place in the office as required by law.

Registered Agent:


Albert M. Quirantes

STATE OF DADE)
) ss:
COUNTY OF FLORIDA)

BEFORE ME, the undersigned authority, this day personally appeared
ALBERT M. QUIRANTES, who, after being duly sworn, deposes and says that
the facts and matters contained above are true and correct, and that he has
executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 25th.day of September, 2002


Notary Public, State of Florida

ID: 
My Commission Expires:

