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CARDOZA CORPORATION
14721 NE 6 Avenue Suite # 28
North Miami, FL. 33161
Telephone (305) 710-0453

January 21st, 2003

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

Re: Articles of Incorporation.

Dear Sir:

Enclosed for filing are an original and a copy of the Articles of Incorporation of the referenced Corporation, also enclosed is a check for a payment for the following:

- A) Filing fee
- B) Registered fee
- C) Certified copy of Articles
- D) Certificate of Status

Please return the certified copy of the Articles of Incorporation to me as soon as possible they have been filed.

Thank you for your assistance and cooperation.

Very truly yours,


Oscar Cardoza
Incorporator

**ARTICLES OF INCORPORATION
OF
CARDOZA CORPORATION**

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is:

"CARDOZA CORPORATION"

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTANCE.**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the times of filing of the Articles by the Department of State, State of Florida.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.
2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares,

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merchandise, real and personal property and services of every class, kind and trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states and countries.
4. To contract debts, and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.
7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.
8. To engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having \$1.00 per value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the Directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED (\$500.00) Dollars.

**ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS**

The Registered Agent of this corporation is:

OSCAR CARDOZA

and the registered office is at:

14721 NE 6 Avenue Suite # 28
North Miami, FL. 33161.

**ARTICLE VI
PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida is:

14721 NE 6 Avenue Suite # 28
North Miami, FL. 33161

The Board of Directors, may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have not less than two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two. This Corporation shall begin with two Director.

**ARTICLE VIII
NAMES AND ADDRESS OF THE FIRST BOARD OF DIRECTORS**

The names and street address of the members of the first Board of Directors and officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are as follows:

Oscar Cardoza 14721 NE 6 Avenue Suite # 28 North Miami, FL. 33161	} D-President & Secretary
NINOSKA D. SOLIS 14721 NE 6 Avenue Suite # 28 North Miami, FL. 33161	} D-VP - Treasurer

**ARTICLE VIII
INCORPORATOR**

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

Oscar Cardoza
14721 NE 6 Avenue Suite # 28
North Miami, FL. 33161

**ARTICLE IX
AMENDMENT**

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

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation or any former officer, director, employee or agent of the corporation or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE XI
LIMITATION**

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock; and such agreement shall be valid and this corporation may join as a party thereto.

ARTICLE XII

This Corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this Twenty One (21st) day of January, 2003.

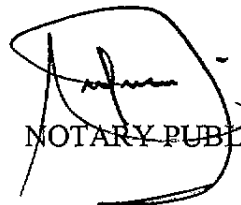

Oscar Cardoza
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, personally appeared OSCAR CARDOZA personally known to me, who subscribed the above and foregoing (or attached) Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami Dade County State of Florida, this Twenty One (21st) day of January, 2003..

 Luz A Morales
My Commission CC98792
Expires December 13 2004


NOTARY PUBLIC.

**CERTIFICATE OF REGISTERED AGENT
OF
"CARDOZA CORPORATION"**

Certificate designating place of business or domicile for the service of process within Florida naming Agent upon whom process may be served in compliance with section 48,091, Florida Statutes, the following is submitted:

FIRST, THAT: "CARDOZA CORPORATION"

Desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the City of Miami, Dade County, State of Florida, his named:

Oscar Cardoza - Resident Agent

Located at:
14721 NE 6 Avenue Suite # 28
North Miami, FL. 33161

As its Agent to accept service of process within Florida. Having been named to accept service of process for the above Stated Corporation, at the place designated in this certificate, 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.



Oscar Cardoza
Resident Agent

Date: January 21st, 2003

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