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January 20, 2003

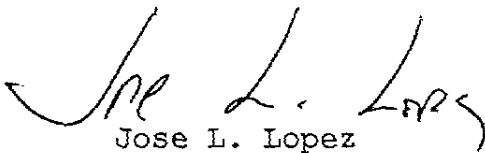
State of Florida
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madame:

Please find enclosed Articles of Incorporation and a check payable to Florida Department of State in the amount of \$78.75 to cover the incorporation fees for THE ZEPOL GROUP, INC.

Should you need any additional information, please do not hesitate to contact me.

Sincerely,



Jose L. Lopez
14330 S.W. 145 Terrace
Miami, FL 33186

Enclosure

ARTICLES OF INCORPORATION
OF
THE ZEPOL GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is:

THE ZEPOL GROUP, INC.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying

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a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

14330 S.W. 145 Terrace
Miami, FL 33186

The name of the registered agent at such address is:

Jose L. Lopez

**ARTICLE VII
PRINCIPAL OFFICE**

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

14330 S.W. 145 Terrace
Miami, FL 33186

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Jose L. Lopez President	14330 S.W. 145 Terrace Miami, FL 33186
Lisette S. Lopez Vice President	14330 S.W. 145 Terrace Miami, FL 33186

**ARTICLE IX
INCORPORATOR**

Jose L. Lopez

ADDRESS
14330 S.W. 145 Terrace
Miami, FL 33186

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

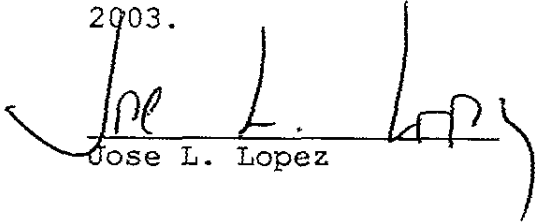
**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES;
ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this twentieth day of January, 2003.


Jose L. Lopez

STATE OF FLORIDA:

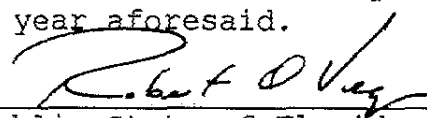
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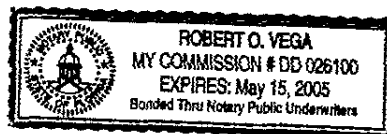
COUNTY OF MIAMI-DADE :

ON this twentieth day of January, 2003, before me, a Notary Public duly authorized in the State and County last aforesaid, personally appeared JOSE L. LOPEZ and LISETTE S. LOPEZ known to me to be the persons whose names are subscribed to the above Articles of Incorporation, and who acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission expires:


Notary Public, State of Florida



CERTIFICATION 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 THE ZEPOL GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN
THE CITY OF MIAMI, STATE OF FLORIDA

HAS NAMED JOSE L. LOPEZ

LOCATED AT 14330 S.W. 145 Terrace

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

SIGNATURE
TITLE

Jose L. Lopez
(CORPORATE OFFICER)

DATE JANUARY 20, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATE 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.

SIGNATURE

Jose L. Lopez
JOSE L. LOPEZ
REGISTERED AGENT

DATE

01/20/03

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