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FLORIDA PROFIT CORPORATION OR P.A.

mar & tierra properties, inc.

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ARTICLES OF INCORPORATION
OF
MAR & TIERRA PROPERTIES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

MAR & TIERRA PROPERTIES, INC.

The principal place of business and mailing address of this corporation shall be:

10051 NW 32 TERRACE
MIAMI, FL 33172

ARTICLE II

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

ARTICLE III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1000 shares of Common Stock, each have \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

Prepared by : Talieson Advisory Corp. (Yolanda Duran- Accountant)
9655 South Dixie Highway, Suite, 101, Pinecrest, FL 33156

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ARTICLE VI

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

JORGE L. DAVILA	11292 NW 65 ST MIAMI, FL 33178	PRESIDENT
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ARIEL E. GUTIERREZ	10051 NW 32 TERRACE MIAMI, FL 33172	SECRETARY
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ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are):

Yolanda Duran	9655 South Dixie Highway, Suite 101 Pinecrest, FL 33156
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Signature of Incorporator



Prepared by : Talieson Advisory Corp. (Yolanda Duran- Accountant)
9655 South Dixie Highway, Suite 101, Pinecrest, FL 33156

ARTICLE VIII

The name and addresses of the subscribers to these Articles of Incorporation:

JORGE L. DAVILA	11292 NW 65 ST MIAMI, FL 33178
ARIEL E. GUTIERREZ	10051 NW 32 TERRACE MIAMI, FL 33172

ARTICLE IX

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.

Prepared by : Talieson Advisory Corp. (Yolanda Duran- Accountant)
9655 South Dixie Highway, Suite 101, Pinecrest, FL 33156

**ASSIGNMENT OF SUBSCRIPTION OF
MAR & TIERRA PROPERTIES, INC.**

I (We) YOLANDA DURAN hereby assign to Jorge L. Davila and Ariel E. Gutierrez, all my rights to the share of the capital stock of the above named corporation organized under the laws of the State of Florida, which I have acquired either by being an incorporator of the above named corporation, a subscriber to the Articles of Incorporation or a subscriber to the capital stock of the above named corporation.

Executed : 2/24, 2003



Prepared by : Talieson Advisory Corp. (Yolanda Duran- Accountant)
9655 South Dixie Highway, Suite 101. Pinecrest, FL 33156

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the corporation is:

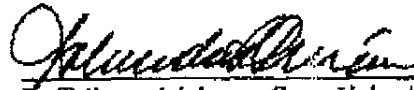
MAR & TIERRA PROPERTIES, INC.

1. The name and the address of the registered agent and office is:

TALIESON ADVISORY, CORP
9655 South Dixie Highway, Suite 101
Pinecrest, FL 33156

HAVING BEEN NAMED AS REGISTERED AGENT
AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE 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 I
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



By Talieson Advisory, Corp.-Yolanda Duran
(Registered Agent)

DATE

2/24/03

Prepared by : Talieson Advisory Corp. (Yolanda Duran- Accountant)
9655 South Dixie Highway, Suite 101 Pinecrest, FL 33156

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