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To:
      Division of Corporations
      Fax Number      : (850)205-0381

From:
      Account Name    : EMPIRE CORPORATE KIT COMPANY
      Account Number  : 072450003255
      Phone           : (305)634-3694
      Fax Number      : (305)633-9696
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FLORIDA PROFIT CORPORATION OR P.A.

a p a holdings & developments, in c.

Certificate of Status	0
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<u>ARTICLES OF INCORPORATION OF</u>

A P A HOLDINGS & DEVELOPMENTS, INC.

a Florida Corporation

<u>ARTICLE I: NAME</u>

The name of this corporation is:

A P A HOLDINGS & DEVELOPMENTS, INC.

<u>ARTICLE II: DURATION</u>

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

<u>ARTICLE III: PURPOSE</u>

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

<u>ARTICLE IV: CAPITAL STOCK</u>

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

<u>ARTICLE V: PREEMPTIVE RIGHTS</u>

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly

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as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INTIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

> 10690 S.W. 7 TERRACE
> MIAMI, FLORIDA 33174

The name of the initial registered agent of this corporation is:

> *ARMANDO PEREZ ALEMAN*

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

> Armando Perez Aleman: 10690 S.W. 7 Terrace
> Miami, Florida 33174

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any formal officer or director, to the full extent permitted by law.

ARTICLE IX: INCORPORATORS

The name and address of the person(s) signing these articles of incorporation are:

Armando Perez Aleman: 10690 S.W. 7 Terrace
                          Miami, Florida 33174

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this __9__ day of December, 2003.

_____
ARMANDO PEREZ ALEMAN

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this __9__ day of December, 2003 by ARMANDO PEREZ ALEMAN who is personally known to me or who has produced _____ as identification and who did take an oath.

_____
Notary Public, State of Florida
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted:

A P A HOLDINGS & DEVELOPMENTS, INC.

desiring to organize or qualify under the laws of the State of Florida, with
its principal place of business in the City of Miami, County of Miami-Dade,
State of Florida, has named:

ARMANDO PEREZ ALEMAN

as its agent to accept service of process within the State of Florida, with
the registered address as:

> 10690 S.W. 7 TERRACE
> MIAMI, FLORIDA 33174

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ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: THIS ___ DAY OF DECEMBER, 2003.

_____
REGISTERED AGENT

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