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From: Account Name : PAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

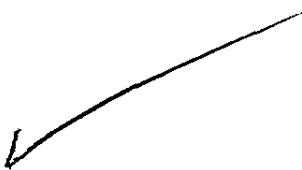
APOLO ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 16, 2004

FAS-T

SUBJECT: APOLO ENTERPRISES, INC.
REF: W04000014531

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

In your articles you have an acceptance statement by the Registered Agent but he's not designated in the articles.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

FAX Aud. #: H04000079176
Letter Number: 404A00024832

**ARTICLES OF INCORPORATION
OF
APOLO ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: Apolo Enterprises, Inc., hereinafter referred to as the "Corporation"

**ARTICLE II
PRINCIPLE OFFICE/MAILING ADDRESS**

The initial principle place of business is: 11704 N.W. 11th Avenue, Miami, Fl. 33168
The initial principle mailing address is: 11704 N.W. 11th Avenue, Miami, Fl. 33168

**ARTICLE III
DURATION OF EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation, and shall continue perpetually, unless dissolved according to law.

**ARTICLE IV
CORPORATE CAPITALIZATION**

The maximum number of shares of common stock that the Corporation is authorized to have outstanding at any one time is, One Thousand (1,000) shares, at a par value of fifty cents a share (\$.50). All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

**ARTICLE V
AMENDMENT**

The Corporation reserves the right to adopt, amend, after, change or repeal and revise any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provisions to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida.

ARTICLE VI
NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation shall be as follows:

- a) To engage and conduct in any activity or business permitted under the laws of the United States and the laws of the State of Florida, and has the power to transact national and international business, including but not limited to the retail and wholesale sale of goods and services.
- b) To manufacture, purchase 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, merchandise, real and personal property, and services of every class, kind and description.
- c) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- d) In general, to carry on any other business in connection with the foregoing, and to have and exercise all powers convenient, incident to, advisable or necessary as conferred by the laws of the United States and the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do for the accomplishment of its purpose.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. Who shall hold office for the first year or until their successor(s) are elected and have qualified. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of the initial director of this corporation is: Hector J. Jimenez.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation from and against any and all claims, and liabilities to which such person shall become subject by reason of having heretofore or hereafter being director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

- a) The rights accruing to any person under the foregoing provisions shall not exclude any other right to which, he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE IX
OFFICERS

The officer(s) of the Corporation shall be: Hector J. Jimenez., Title: P, T, S.

ARTICLE X
POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law.

ARTICLE XI
SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

a) The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

b) After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

c) Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XII
PROVISIONS GOVERNING DIRECTORS

a) Non-Resident Directors: Directors of the Corporation need not be residents of the state of Florida, or Shareholders, unless Articles of Incorporation or Bylaws so require.

b) Voting: One hundred percent (100%) of the Directors shall constitute a quorum for a meeting of the Directors of this Corporation. If a quorum is present, the affirmative vote of a majority of the Directors present, or if a Director has abstained from voting because of an interest in the matter to be voted upon, the unanimous vote of the Directors present and voting shall be the act of the board of Directors, unless otherwise provided for in the Bylaws of the Corporation.

ARTICLE XIII
INCORPORATORS NAME

The name and address of the Incorporator(s) to these Articles of Incorporation is:
Hector J. Jimenez, 11704 N.W. 11th Avenue, Miami, Florida 33168.

**ARTICLE XV
CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this Corporation are precuniary or any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member, may be a precuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association(s) so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken; of any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effects as if he were Corporation may vote upon any contract or other transaction between this Corporation and any subsidiary or affiliated corporation with regard to the fact that he is also a director of such subsidiary or affiliated corporation

**ARTICLE XVI
BYLAWS**

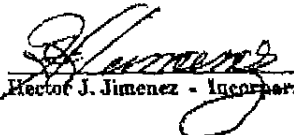
The Board of Director(s) of the Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XVII
REGISTERED AGENT**

I Hector J. Jimenez, with offices located at 11704 N.W. 11th Avenue, Miami, Fl. 33168, 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 am familiar with and accept the obligations of my position as registered agent on this 19 day of April, 2004.


Hector J. Jimenez - Registered Agent

IN WITNESS WHEREOF, the undersigned being the Incorporator hereinbefore named, has executed the foregoing Articles of Incorporation, by having hereinto set his hand and seal on this 19 day of April, 2004.


Hector J. Jimenez - Incorporator

This Instrument Prepared By:
DSG, Inc.
Corporations Division
P.O. Box 537213
Miami, Florida 33152-7213

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FILED
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STATE OF FLORIDA