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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.
ARTILES HOLDINGS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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Bm 10/8

ARTICLES OF INCORPORATION
OF

ARTILES HOLDINGS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

ARTILES HOLDINGS, INC.

The principal place of business of this corporation shall be:

**10141 SW 80TH STREET
MIAMI, FL 33173**

ARTICLE II NATURE OF BUSINESS

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE III CAPITAL STOCK

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

1000 shares
\$1.00 par value


ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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):

Juan J. Artiles
10141 SW 80th Street
Miami, FL 33173


Laura M. Artiles
10141 SW 80th Street
Miami, FL 33173

ARTICLE VI INCORPORATOR(S)

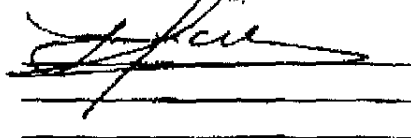
The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

Juan J. Artiles
10141 SW 80th Street
Miami, FL 33173

Laura M. Artiles
10141 SW 80th Street
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 8th day of October, 2004.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

ARTILES HOLDINGS, INC.


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

Juan J. Artiles 10141 SW 82th Street
(P.O. BOX NOT ACCEPTABLE)

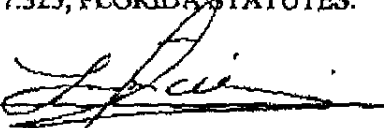
Miami, FL 33173
(CITY/STATE/ZIP)

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STATE OF FLORIDA
CORPORATION DIVISION

SIGNATURE 
TITLE Officer/Director
DATE 10/8/04

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 
DATE 10/8/04