

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

PA5000018728

RE: La Curota Group, Inc.

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Expense		
Art. of Amend. File		
Company Record Search		
Liability Partner File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File	300001424113	
Dissolution/Withdrawal	-03/08/95--01002--029	
C U B-	***122.50	***122.50
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

MAR 8 1995 **BSB**

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<u>SW</u>		

WALK-IN Will Pick Up 3-8 11a

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FILED
 MAR -8 11:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

of

LA CARRETA GROUP INC.

(name of corporation)

FILED

22 MAR 8 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: LA CARRETA GROUP INC.
AT 700 S.W. 36th AVE. MIAMI, FL. 33135

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>FELIPE A. VALLS, JR</u>		
ADDRESS	<u>700 S.W. 36th AVE.</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33135</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:


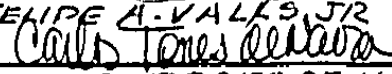
NAME	<u>FELIPE A. VALLS, JR</u>		
ADDRESS	<u>700 S.W. 36th AVE.</u>		
CITY	<u>MIAMI</u>	STATE <u>FL.</u>	ZIP <u>33135</u>
NAME	<u>CARLOS TORRES DE NAVARRA</u>		
ADDRESS	<u>700 S.W. 36th AVE.</u>		
CITY	<u>MIAMI</u>	STATE <u>FL.</u>	ZIP <u>33135</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	FELIPE A. VALLS JR.		
ADDRESS	700 S.W. 36TH AVE.		
CITY	MIAMI	STATE	FL ZIP 33135
NAME	CARLOS TORRES DE NAVARRA		
ADDRESS	700 S.W. 36TH AVE		
CITY	MIAMI	STATE	FL ZIP 33135
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3RD day of MARCH, 1995.


 _____ (Seal)
 FELIPE A. VALLS, JR.

 _____ (Seal)
 CARLOS TORRES DE NAVARRA
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF DADE) SS


before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

FELIPE A. VALLS, JR AND CARLOS TORRES DE NAVARRA

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that They executed these Articles of Incorporation.

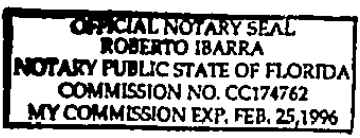
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3RD day of MARCH, 1995.

(Notary Seal)



 (Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
95 MAR -8 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LA CARRETA GROUP INC

(name of corporation)

700 S.W. 36th AVENUE
MIAMI, FL. 33135

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 700 S.W. 36th. AVE.
MIAMI, FL. 33135

has named FELIPE A. VALLS, JR.
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

F. Valls
(registered agent)

FELIPE A. VALLS, JR
700 S.W. 36th. AVE.
MIAMI, FL. 33135

7950000 18728



700 S.W. 36TH AVENUE • MIAMI, FLORIDA 33135
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

000002261700--S
 -08/08/97--01035--008
 *****35.00 *****35.00

FILED
 97 AUG -8 AM 10:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State
 AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
 97 AUG -8 AM 10:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF DADE
 COUNTY OF FLORIDA

I, CARLOS TORRES DENAVARRA after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, CARLOS TORRES DENAVARRA, hereby resign as SECRETARY / DIRECTOR of
 (Title)
LA CARRETA GROUP INC. (#P 95000018728), a Florida corporation;
 (Name of Corporation)

That the corporation has been notified in writing of the resignation.

Carlos Torres Denavarras
 Signature of resigning officer/director

Sworn to and subscribed before me this 18 day of FEBRUARY 1997.

Roberto Marga
 NOTARY PUBLIC

OFFICIAL NOTARY SEAL
 ROBERTO MARGA
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. 00510724
 MY COMMISSION EXPIRES FEB 25 2000

My Commission Expires:

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
 CR2E044 (7-80)