P95000037227

MAY 4, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Ms. Beth Register
Corporation Specialist Supervisor
New Filings Section
Division of Corporations

Dear Ms. Register

I am enclosing the notarized Articles of Incorporation as well as a check for $ 125.00 to cover the various fees and taxes and to receive a certified copy for **DIEZ BUSINESS PROJECTS INC.**

Sincerely yours,

Edward J. Lantos

EDWARD J. LANTOS

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****125.00 ****125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 1 1 1995

ARTICLES OF INCORPORATION
OF
DIEZ BUSINESS PROJECTS INC.

[illegible] acknowledge and file the [illegible] Articles of Incorporation for the purpose of forming a CORPORATION for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address:

The name of this corporation shall be:
DIEZ BUSINESS PROJECTS INC.
The office address of this corporation shall be:
7760 ULMERTON ROAD,
Largo, Florida 34641.

ARTICLE II
Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE III
Purposes

This Corporation may engage in the transaction of any or all lawful business for which corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV
General Powers

This corporation may have powers:

(a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.

(c) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 Florida Statutes (1976).

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(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the UNITED STATES or any other government, State, Territory, Governmental district, or any municipality or of any instrumentality thereof.

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchise and income.

((f) To lend for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned and invested.

(g) To conduct its business, carry on its operations, and have offices exercise the powers granted by the State of Florida, within of without the State.

(h) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(i) To make and alter bylaws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(j) To make donations for the public welfare of for charitable, scientific, or educational purposes.

(k) To transact any lawful business which the Board of Directors shall find will be in aid of the governmental policy.

(l) To pay and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for all of its directors, officers, and employees of its subsidiaries.

(m) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprises.

(n) To have and exercise all powers necessary to convenient to effect its purposes.

(o) To pay medical expenses for injuries and illnesses connected with employment for all officers, directors, and employees.

(p) To provide for educational courses or activities connected with the corporation for all officers, directors, and employees.

ARTICLE V
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of $ 1.00 per share. Each of the said shares of stock shall entitle the holder thereof to (1) one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, or property valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued as Section 1244 stock a period of ten years following date of incorporation and must be for upon receipt.

(b) In the election of direction of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI
Preemptive Rights

The holder of the stock of the corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash property, services, or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII
Registered Office and Registered Agent

The street address of the corporation initial registered office is 2787 62nd Avenue South, St. Petersburg, Florida 33712 and the name of the corporations initial registered agent at such address is EDWARD J. LANTOS. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037 of the Florida Statutes.

ARTICLE VIII
Initial Board of Directors

The number of directors constituting the Initial Board of Directors shall be three (3) and the names and addresses of such persons who are to serve as a member thereof are as follows:

Name	Address
GLORIA A. DIEZ A.	1808 LAWRENCE COURT Clearwater, Florida 34624
OTTO R. CUEVAS	12190 75th STREET Largo, Fl. 34643
EDWARD J. LANTOS	2987 62nd AVENUE SOUTH ST. PETERSBURG, FL 33712

ARTICLE IX
Incorporators

Name	Address
GLORIA A. DIEZ A.	1808 LAWRENCE COURT CLEAWATER, FLORIDA 34624
OTTO R. CUEVAS	12190 75th STREET LARGO, FLORIDA 34643
EDWARD J. LANTOS	2987 62nd AVENUE SOUTH ST. PETERSBURG, FL 33712

ARTICLE X
Amendment of Article of Incorporation

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF ,WE, the undersigned, have executed the Articles for the uses and purposes therein stated.

Gloria A Diez A

GLORIA A. DIEZ A.
President

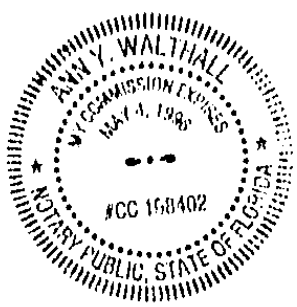
OTTO R. CUEVAS
Vice President

EDWARD J. LANTOS
Secretary - Treasurer

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority on this 4th day of May, 199[illegible] personally appeared GLORIA A. DIAZ, [illegible] R. CUEVAS, and EDWARD J. [illegible], to me well known to be the persons described in and who have signed the foregoing Articles of Incorporation and acknowledge to me that [illegible] executed the same freely and voluntarily for the uses and purposes therein expressed.



WITNESS my hand and official seal the date aforesaid.

Ann Y. Walthall
Notary

My Commission Expires: 5/4/96

FILED

95 MAY -9 AM 7:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 Florida Statutes, the following is submitted:

DIEZ BUSINESS PROJECTS INC.,
desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of ST. PETERSBURG, County of Pinellas, State of Florida has named EDWARD J. [illegible], located at 2807 - 62nd Avenue South, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within Florida.

Signature: Gloria A. Diez A.
(Corporate Officer)

Title: President

Date: 05-04-95

Having been named to accept service of process for the above named 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.

Signature: Edward J[illegible]
(Resident Agent)

Date: 5/4/1995