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9/08/95

FLORIDA DIVISION OF CORPORATIONS

9:57 AM

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: LA GRANJA AZUL INC.

FAX AUDIT NUMBER: H95000009858

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The Blue Barn Inc

W95-179182

05/09/95
06/07/95

9/17/95

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9-11-95

64-11117-5-30355



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 7, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE 200
MIAMI, FL 33135

SUBJECT: LA GRANJA AZUL INC.
REF: W95000017982

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H95000009858
Letter Number: 095A00041344

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SEP 12 1967

PREPARED BY:
CARLOS MACEDO, ACCOUNTANT
C&S INTERNATIONAL, INC.
8870 S.W. 40th ST. # 3
MIAMI, FL 33165
TEL: (305) 553-2229

ARTICLES OF INCORPORATION OF LA GRANJA AZUL INC.

ARTICLE I NAME

The name of this corporation is LA GRANJA AZUL INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business allowed under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation will issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI

LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at, 9640 S.W. 72ND Street, Miami, Florida 33173. The Board of Directors may from time to time designate other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The name and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Carmen Reyes Pres.	1000 West Ave. Miami Beach, FL. 33239
Armando Pazos V.Pres. / Treas	8369 S.W. 107TH Ave. Miami, FL. 33173
Susana Pazos Sec.	8369 S.W. 107TH Ave. Miami, FL. 33173

ARTICLE VIII

SUBSCRIBERS

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Carmen Reyes Pres.	1000 West Ave. Miami Beach, FL. 33239	
Armando Pazos V.Pres. / Treas	8369 S.W. 107TH Ave. Miami, FL. 33173	
Susana Pazos Sec.	8369 S.W. 107TH Ave. Miami, FL. 33173	

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ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

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ARTICLE XII

DISSOLUTION

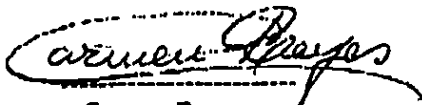
The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII

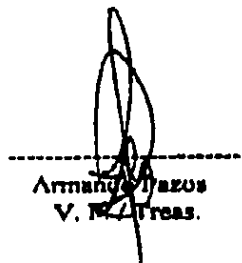
INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 8870 S.W. 40th Street # 3, Miami, FL. 33165 and the name of the initial registered agent of this corporation at that address is Carlos Macedo

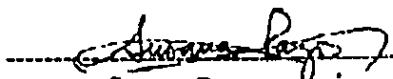
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 29th, of August, 1995.



Carmen Reyes
President.



Armando Pazos
V. M. Treas.



Susana Pazos
Sec.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

In pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, LA GRANJA AZUL, INC. organized under the laws of the State of Florida, with its principal office at, 9640 S.W. 72nd Street, Miami, Florida, as indicated in the Articles of Incorporation.

2. - Has named Carlos Macedo, at 8870 S.W. 40th Street, Suite # 3, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 with this accept the appointment to not in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Carlos Macedo

DATE _____