

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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 SEP 18 11
 95 SEP 19 11:38
 95 SEP 19 11:38

AL SEP 18 1995

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ BY _____
 WALK-IN _____
 Will Pick Up _____

RE: Miami Golden Eagle
Group, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Fila	400001587014	
	-00/18/95-01016-038	
<input type="checkbox"/> Name Reservation	***122.50	***122.50
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

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

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

95 SEP 19 AM 11:38

ARTICLES OF INCORPORATION

OF

MIAMI GOLDEN EAGLE GROUP, INC.

ARTICLE I - NAME

AND PRINCIPAL CORPORATE ADDRESS

The name of this Corporation is:

MIAMI GOLDEN EAGLE GROUP, INC.

The principal corporate address of this Corporation is:

1898 SW 22 Street Miami, Florida 33145-2731.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by

the Board of Directors of the Corporation, not less than the value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be: 2900 Bridgeport Avenue, Suite 401 Coconut Grove, Florida 33133.

The name of the initial registered agent of this Corporation at that address shall be: Humberto R. Dominguez.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their

successors have been duly elected or appointed and have qualified
are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
President: Humberto R. Dominguez	2900 Bridgeport Avenue, Suite 401 Coconut Grove, Florida 33133
Vice-President: Diego I. Jimenez	1898 SW 22 Street Miami, Florida 33145-2731
Secretray/ Treasurer: Dr. Hector Rodriguez	1898 SW 22 Street Miami, Florida 33145-2731

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing
these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Humberto R. Dominguez	2900 Bridgeport Avenue, Suite 401 Coconut Grove, Florida 33133

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers
permitted under the laws of the United States and of the State of
Florida. The following additional provisions for the regulation
of the business and for the conduct of the affairs of the
Corporation and creating, dividing, limiting and regulating the

power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or

invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is released from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

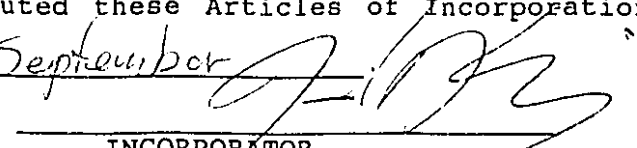
5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws,

agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of

September


INCORPORATOR

STATE OF FLORIDA)

) xxx

COUNTY OF DADE)

BEFORE ME personally appeared Humberto R. Dominguez to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made

and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of September, 1995.

NOTARY PUBLIC, ~~State of Florida~~ at
Large

My Commission Expires:



DAVID IGNATIUS IOFFE
My Comm Exp. 4-3-98
Bonded By Service Ins
No. OC360263
Notary Date 11/26/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

95 SEP 18 AM 11:39

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **MIAMI GOLDEN EAGLE GROUP, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2900 Bridgeport Avenue, Suite 401 Coconut Grove, Florida 33133 has named Humberto R. Dominguez, located thereat as its registered agent to accept service of process within this State.

By: 

INCORPORATOR

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

REGISTERED AGENT

C:\WF5.0\CORPORAT\ARTICLES.INC