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January 18, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

800001700468
-01/29/96--01073--004
***122.50 ***122.50

RE: **SAN FRANCISCO GROUP, INC.**

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above Florida Corporation as well as a check in the amount of \$122.50 representing payment for a certified copy of the these articles.

Thanking you in advance for your attention to this matter, I remain.....

Very truly yours,


MARIA TERESA SALLATO

Enclosure

JAN 31 1996

BSB

EFFECTIVE DATE

2-1-96

FILED
96 JAN 29 AM 8:56
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAN FRANCISCO GROUP, INC.**

FILED
96 JAN 29 AM 8:56
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-1-96

ARTICLE I - NAME

The name of this Corporation is **SAN FRANCISCO GROUP, INC.**

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on February 1, 1996.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the Laws of the United States and of the State of Florida, but specifically for the purpose of engaging in the business of providing services in the field of tourism and shipping of cargo to and from the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar 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 MARIA T. SALLATO, located at: 9990 SW 77 Avenue Suite 303, Miami, Florida 33156. The office of the Corporation and principal place of business is 1330 Coral Way, Suite 202, Miami, Florida 33145.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The numbers of the Directors may be increased by the By-laws or diminished from time to time, but never to less than one. The name and address of the initial Directors are:

NAME	ADDRESS
(1) JOSE A. NIETO	10218 N.W. 52 Lane Miami, Florida 33178

(2) MARIA CONSTANZA MEJIA

10218 N.W. 52 Lane
Miami, Florida 33178

ARTICLE VII - OFFICERS

The officers of the Corporation shall be as follows:

PRESIDENT/SECRETARY JOSE A. NIETO
1330 Coral Way Ste 202
Miami, Florida 33145

VICE-PRESIDENT/TREASURY MARIA CONSTANZA MEJIA
1330 Coral Way Ste 202
Miami, Florida 33145

ARTICLE VIII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholders or the Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, kind or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.


ARTICLE XI - INCORPORATION

The name and address of the person signing this Articles is JOSE A. NIETO, 1330 Coral Way Suite 202, Miami, Florida 33145.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the State of Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of January, 1996.


JOSE A. NIETO-INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT OF CORPORATION

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THIS ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

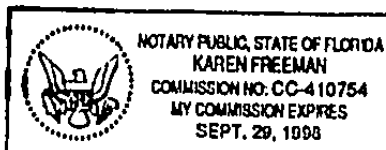
DATED THIS 25 DAY OF JANUARY, 1996.



MARIA T. SALLATO, Esq.

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared MARIA T. SALLATO and known to me and to be the person who, as Registered Agent, executed the Acceptance as Registered Agent for these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of Jan, 1996.




Notary Public, State of Florida
at Large
My commission expires: