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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1392 W. FLA. AVE. ST
STATE OF FLORIDA SUITE 20
408 EAST GARNES STREET MIAMI FL 33135
TALLAHASSEE FL 32399 CONTACT: RAY STORVICK
FAX: (904) 42-4600 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000001857))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIONIS PEREZ & ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000001857

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/07/1998

TIME REQUESTED: 10:50:02

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DIONIS PEREZ & ASSOCIATES, INC.
REF: W96000002930

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

NOTE:: COMPARE PAGE 2 1ST PARAGRAPH TO CERTIFICATE DESIGNATING REGISTERED AGENT.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000001857
Letter Number: 196A00005577

Gabriel DeJarden, C.P.A., J.P.A.
Certified Public Accountants
175 Fontainebleau Blvd., Suite 2G-7
Miami, Florida 33172

Ph(305)551-2795 * Fax(305)551-2796

ARTICLES OF INCORPORATION

OF

DIONIS PEREZ & ASSOCIATES, INC.

I, the undersigned incorporator, being of legal age, hereby
file for the creation of a corporation under the laws of the
State of Florida, by and under the provisions of the Statutes of
the State of Florida, providing for the formation, liabilities,
rights, and immunities of corporations for profit.

The name of this Corporation shall be:

DIONIS PEREZ & ASSOCIATES, INC.

Its business shall be carried on at Miami, Florida, and at such
other point or places in the State of Florida, and in the United
States and foreign countries as may from time to time be autho-
rized by the Board of Directors.

Duration: This Corporation shall have perpetual existence,
unless sooner dissolved by operation of law.

Purpose: The purposes of the Corporation is to engage in
any activities or businesses permitted under the laws of the
United States and the State of Florida.

Capital Stock: The maximum number of shares of stock that
this Corporation is authorized to issue and have outstanding at
any one time is Ten Thousand (10,000) shares of common stock
having no par value.

(5)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2.-

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

Hector D. Perez
2445 Southwest 77th Court
Miami, Florida 33155

Preemptive Rights: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Initial Board of Directors: This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the

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3.-

The name and address of the initial director of this corporation is as follows:

Hector D. Porox
2445 Southwest 77th Court
Miami, Florida 33155

Incorporator: The name and address of the Incorporator are as follows:

Hector D. Perez
2445 Southwest 77th Court
Miami, Florida 33155

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 24 Day of May, 1995.

Hector B. Perez

State of Florida)
County of Dade) ss.:

BEFORE ME, the undersigned authority, personally appeared Hector D. Perez who is to me well known to be the person described in and who produced State of Florida drivers license as identification and who subscribed the above articles of incorporation, and did so freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth .

Witness my hand and official seal, this 24 Day
1995.

seal, this 24 Day, May 1956

James C. Rovell

James C. ROVELL
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4.-

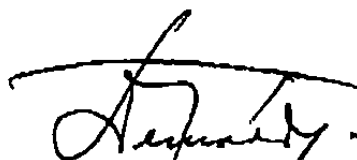
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That DIONIS PEREZ & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Hector D. Perez whose business address is 2445 Southwest 77th Court, Miami Florida 33155, County of Dade, State of Florida, as its 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 provision of said Act relative to keeping open said office.

Dated: Coral Gables, Florida
24 May 1995


 Hector D. Perez

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 TALLAHASSEE, FLORIDA

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