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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: GREEN PARADISE CORP.

DEPARTMENT OF STATE

STATE OF FLORIDA

100 EAST GADSDEN STREET

TALLAHASSEE, FL 32304

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NAME: GREEN PARADISE, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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PREPARED BY:
CARLOS MACEDO, ACCOUNTANT
C&S INTERNATIONAL, INC.
8870 S.W. 40th ST. # 3
MIAMI, FL 33165
TEL: (305) 853-2229

ARTICLES OF INCORPORATION OF
GREEN PARADISE, CORP.

ARTICLE I NAME

The name of this corporation is GREEN PARADISE, CORP.

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 is authorized to 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 prorata share of it (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 at, 8205 S.W. 107th Ave. # B, Miami, Florida 33173. The Board of Directors may from time to time designate such 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 according to Bylaws adopted by the stockholders. The name and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Luisa Cavallini President/ Treas	8205 SW 107 Ave. # B Miami, Fl. 33173
Jose Benhabib Executive V.P./ Scy.	8205 SW 107 Ave. # B 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:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Luisa Cavallini President/Scy.	8205 SW 107 Ave. # B Hialeah, Fl. 33010	100%

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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 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.

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


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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 8th day of December, 1995.



Luisa Cavallini
President:
Treasurer



Jose Benhabib
Executive V.P.
Secretary

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