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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
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409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32390 CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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NAME: LUGOS SHOE REPAIR, CORP.
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DIVISION OF CORPORATIONS

Giovanni P. Castellanos
Acct.
1214 SW 2nd St.
Miami, FL 33135
(305) 642-7611

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION
FOR

LUGOS SHOE REPAIR, CORP.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

LUGOS SHOE REPAIR, CORP.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$ 5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five hundred (\$ 500.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

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ARTICLE VI

The principal office of this corporation shall be:

7400 N.W. SOUTH RIVER DRIVE B-3
MIAMI, FLORIDA 33166
305-805-8513

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of legislature, shall hold office for the Corporation, are:

CARLOS M. LUGO
7540 S.W. 153RD LANE #108
MIAMI, FLORIDA 33193

PRESIDENT
REGISTERED AGENT

MIRIAM LUGO
7540 S.W. 153RD LANE #108
MIAMI, FLORIDA 33193

VICE-PRES.
SEC.

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

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ARTICLE VIII

The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:

SHAREHOLDERS

% OF SHARES

CARLOS M. LUGO
7540 S.W. 153RD LANE #108
MIAMI, FLORIDA 33193 (305) 382-1310

70 % OF SHARES
PRESIDENT

MIRIAM LUGO
7540 S.W. 153RD LANE #108
MIAMI, FLORIDA 33193 (305) 382-1310

30 % OF SHARES
SECRETARY

ARTICLE IX

The Corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers power upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

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We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, This 3rd day of May of 1996.

Carlos M. Lugo
CARLOS M. LUGO, PRESIDENT

Miriam M. Lugo
MIRIAM LUGO, SECRETARY

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

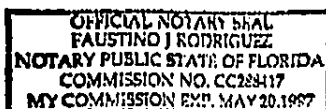
CARLOS M. LUGO AND MIRIAM LUGO

who, after being duly sworn by me, depose and say that she signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 3rd day of May, 1996.

Carlos M. Lugo Miriam M. Lugo
CARLOS M. LUGO MIRIAM LUGO

Faustino J. Rodriguez
FAUSTINO J. RODRIGUEZ
Notary Public,
State of Florida at Large



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CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

That LUGOS SHOE REPAIR, CORP.

is qualified to do business under the laws of the State of
Florida, with it's REGISTERED OFFICE at:


7540 S.W. 153RD LANE APT. 108
MIAMI, FLORIDA 33193
(305) 382-1310

and has appointed: CARLOS M. LUGO

as it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of
process for the above stated Corporation at the place
designated in the Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act
relative to keeping office said office.


CARLOS M. LUGO
Registered Agent.

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