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LAW OFFICES OF
MARC J. POSTELNEK

SUITE 11-B
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MIAMI BEACH, FLORIDA 33139
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May 20, 1996

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***122.50 ***122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for:
CEACCESS, INC.

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for Ceaccess, Inc., along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,


MARC POSTELNEK

MP:cm

Enclosures

cc: Mr. Fabian Cea

RECEIVED
MAY 24 AM 10:02
DIVISION OF STATE
TALLAHASSEE, FLORIDA

PH 5/31/96

**ARTICLES OF INCORPORATION
OF
CEACCESS, INC.**

FILED
26 MAY 26 AM 10:02
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do submit these Articles for the purpose of becoming 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, privileges, and immunities of corporation.

ARTICLE I

The name of the corporation shall be: CEACCESS, INC. Its business shall be conducted at 1820 Alamanda Drive, North Miami, Dade County, FL 33181, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$200.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$200.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are:

FABIAN CEA
1820 Alamanda Drive
North Miami, FL 33181

NATALIA CEA
1820 Alamanda Drive
North Miami, FL 33181

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

FABIAN CEA:	PRESIDENT
NATALIA CEA:	SECRETARY and TREASURER

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Fabian Cea	1820 Alamanda Drive North Miami, FL 33181	100	\$100.00
Natalia Cea	1820 Alamanda Drive North Miami, FL 33181	100	\$100.00

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, ESQ., 407 Lincoln Road, Suite 11-B, Miami Beach,
FL 33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the Corporation, or by

reason of any action alleged to have taken or omitted by him as a director or officer. The Corporation shall reimburse each person for all costs, legal fees and other expenses reasonably incurred by him in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of

Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20 day of May, 1996.

FABIAN CEA

NATALIA CEA

STATE OF FLORIDA

COUNTY OF DADE

SS:

BEFORE ME, the undersigned authority, personally appeared **FABIAN CEA**, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the same.

WITNESS my hand and official seal in the County and State aforescribed this 20th day of May, 1996.

Catherine H. Metzger
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



STATE OF FLORIDA

COUNTY OF DADE

SS:

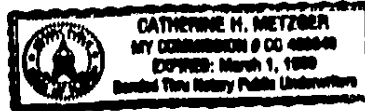
BEFORE ME, the undersigned authority, personally appeared **NATALIA CEA**, to me well known to be the person described in and who executed and subscribed the foregoing Articles of

Incorporation and she acknowledged, before me, that she executed the same.

WITNESS my hand and official seal in the County and State
aforedescribed this 20th day of May, 1996.

Catherine H. Metzger
NOTARY PUBLIC, ST. FE OF FLORIDA
AT LARGE

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**


MAY 28 11:02

TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act:

First, that CEACCESS, INC., a Florida Corporation
qualified to do business under the laws of this State, with its
principal office at 1820 Alamanda Drive, North Miami, FL
33181, has appointed MARC POSTELNEK as its agent to accept
service of process within this State.

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 provisions of said Act relative to keeping
open said office.


MARC POSTELNEK, REGISTERED AGENT
407 Lincoln Road, Suite 11-B
Miami Beach, FL 33139
(305) 538-7210