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Lauro R. Arias  
13824 Osprey Links Road #202  
Orlando, Fl 32837

May 20, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

Re: Incorporation-- Arias Marketing & Insurance Agency, Inc.

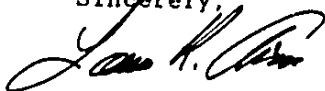
Dear Sir/Madam:

Enclosed in duplicate are Articles of Incorporation for the above-referenced corporation, together with the Registered Agent Certificate and a check in the amount of \$122.50 to cover the following filing fees and costs:

Articles of incorporation	\$35.00
Registered Agent Certificate	\$35.00
Certified Copy of Articles	\$52.50 (optional)

If the above is in order, please file and let me have a certified copy. If there is anything which is not in order, please notify me. Thank you.

Sincerely,



Lauro R. Arias

12-13-63  
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12-13-63

ARTICLES OF INCORPORATION  
OF  
ARIAS MARKETING & INSURANCE AGENCY, INC.

ARTICLE I. NAME

The name of this Corporation is ARIAS MARKETING & INSURANCE AGENCY, INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing on the date of receipt of the Articles in the office of the Secretary of State.

ARTICLE III. PURPOSE

This Corporation is organized for the following purposes:

1. For the marketing and insurance services.
2. To transact any and all lawful business.

ARTICLE IV. POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V. CAPITAL STOCK

A. This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

B. Except as otherwise provided by law or in the bylaws of the Corporation, the entire voting power for the election of directors and for all the purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale for cash of any stock of this Corporation, including Treasury stock held by this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII. OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation is 13824 Osprey Links Road #202, Orlando, Fl 32837; and the name of the initial registered agent of this Corporation is Lauro R. Arias, residing at 13824 Osprey Links Road #202, Orlando, Fl 32837.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

LAURO R. ARIAS  
13824 OSPREY LINKS ROAD #202  
ORLANDO, FL 32837

#### ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is:

LAURO R. ARIAS  
13824 OSPREY LINKS ROAD #202  
ORLANDO, FL 32837

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend and bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XI. OFFICERS

The bylaws of the Corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officer of the Corporation shall be:

LAURO R. ARIAS

PRESIDENT/TREASURER

#### ARTICLE XII. MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the Corporation.

#### ARTICLE XIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th. day of May, 1996.

  
Lauro R. Arias

STATE OF FLORIDA

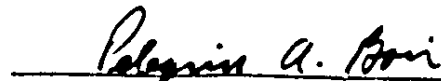
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared Lauro R. Arias, who being by me first duly sworn, acknowledge that he executed the foregoing instrument voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 20th. day of May, 1996.



Pelayo A. Boni  
MY COMMISSION # 00617376 EXPIRES  
DECEMBER 12, 1999  
ISSUED BY THE FLORIDA BOARD OF NOTARIES, INC.

  
Notary Public

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

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

First--That ARIAS MARKETING & INSURANCE AGENCY, INC  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of Incorporation  
at the City of Orlando, County of Orange, State of Florida, has  
named Lauro R. Arias located at 13824 Osprey Links Road #202, City  
of Orlando, County of Orange, State of Florida, as its agent to of

Accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-  
named Corporation, at 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.



Lauro R. Arias (Resident Agent)