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Adrian V. Neen
ATTORNEY AT LAW

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PHONES: (306) 887-7804 / (306) 886-8482

June 28, 1996

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****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

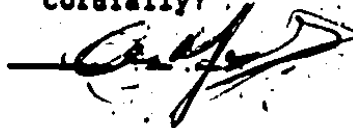
RE: MACCHIATELLO CORPORATION

TO WHOM IT MAY CONCERN:

Enclosed, please find the original and one copy of the Certificate of Incorporation for the above captioned. Please, endorse your approval of the Certificate on the duplicate copy, certify, and return to this office.

A check for \$122.50 is enclosed to cover the different fees including filing fee, certified copy of Certificate of incorporation, Charter tax, and the Certificate of Resident Agent.

Cordially,



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MACCHIATELLO CORPORATION
ARTICLES OF INCORPORATION

96 JUL -3 PM 1:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation
for profit under Florida law.

1. NAME: The name of this corporation is MACCHIATELLO CORPORATION.
2. TERM This corporation shall exist perpetually.
3. PURPOSE: The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.
4. CAPITAL STOCK. This corporation is authorized to issue One Hundred(100) shares of common stock and \$1.00 par value. All shareholders shall have the preempted right to maintain their proportionate shares of ownership. Each of the first two shareholder shall have fifty percent of the shares. If one of the shareholder shall not pay for his or her entire amount of shares. He or she shall have the right of first refusal for a period of ninety days in the event that any of the treasury stock of this corporation is later issued or in the event that this corporation shall issue other classes and kinds of stock.
5. ADDRESS: This corporation shall maintain its office at 9947 S. W. 142 Avenue Kendall, Miami, Fl. 33186 This is the main office of the corporation where it shall make its transactions and shall be open to the public and shall maintain its records.

DIRECTORS. This corporation shall have three directors initially who are also the incorporators. The number shall be fixed by the bylaws and may be changed from time to time.

The name and address of the initial directors and incorporators is as follows:

Director	Address	No. of shares
Renzo E. Macchiavello	7400 Stirling Rd Apt 1733 Hollywood, Fl. 33020	20
Manuel Tello	same as above	40
Mirlo Tello	same as above	None--

They shall hold office until the first annual meeting of stockholders.

INCORPORATORS The name of the incorporators are Renzo E. Macchiavello,
Manuel Tello and Mirlo Tello all residing at 7400 Stirling Rd. Apt. 1733
Hollywood, Fl. 33024 .

REGISTERED AGENT. The initial registered agent is Mirlo Tello and the initial registered office is located at 9947 S. W. 142 Avenue, Kendall, Miami, 33186

Executed by the incorporators this 28th day of June, 1996.

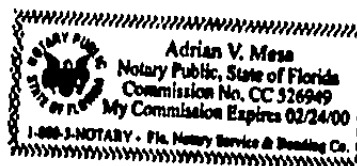
x Renzo E. Machiavello
Renzo E. Machiavello

x Manuel Tello
Manuel Tello

x Mirlo Tello
Mirlo Tello

The foregoing instrument was acknowledged before me on this 28th day of June, 1996

My commission expires:



Adrian V. Mesa
Adrian V. Mesa, Notary Public

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent of this corporation at registered office located at 9947 S. W. 142 Avenue, Kendall, Miami, Fl. designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Mirlo Tello
Mirlo Tello

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SECRETARY OF STATE
TALLAHASSEE FLORIDA