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TRANSMITTAL LETTER

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96 AUG -8 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: New Horizons Holdings, Inc.

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-08/08/96--01093--007
***131.75 ***131.25
131.25

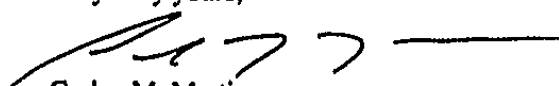
Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 which covers the filing fee, certified copy, and certificate.

FROM:

Carlos M. Martinez
331 S.W. 20 Road
Miami, Florida 33129
(305) 854-6389

If you have any questions, please feel free to contact the undersigned.

Very truly yours,


Carlos M. Martinez

Enc.

26
8-13-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

New Horizons Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

331 S.W. 20th Road
Miami, Florida 33129

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 Shares

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carlos M. Martinez
331 S.W. 20th Road
Miami, Florida 33129

ARTICLE V - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Carlos M. Martinez
331 S.W. 20th Road
Miami, Florida 33129

Beatriz Martinez
331 S.W. 20th Road
Miami, Florida 33129

ARTICLE VI - OFFICERS/DIRECTORS

The name(s), street address(es) and designation of the officer(s)/director(s) of this corporation is(are):

Carlos M. Martinez - President/Treasurer
331 S.W. 20th Road
Miami, Florida 33129

Bentriz Martinez - Vice President/Secretary
331 S.W. 20th Road
Miami, Florida 33129

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
6th day of August, 1996.


Signature


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:

New Horizons Holdings, Inc.

2. The name and address of the registered agent and office is:

Carlos M. Martinez
331 S.W. 20th Road
Miami, Florida 33129

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*


Signature

8/6/96
Date