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JORGE A. OTERO
13700 S.W. 100 Terrace
Miami, Florida. 33186
(305) 386-7909

August 20th, 1996


Florida Department of State
Division Of Corporation
409 East Gaines St
Tallahassee, Fl. 32399

Dear: Sr or Madam

Enclose please find Articles of Incorporation for BUILDERS FUNDING
GROUP, CORP. and KIDDIE PREP ACADEMY, INC. (Two new Corporation)
including a check for filling fee in the amount of \$245.00

Your speedy cooperation in this matter is greatly appreciated.

Sincerely,


Jorge A. Otero

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****245.00 ****122.50

AUG 23 1996

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96 AUG 22 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BUILDERS FUNDING GROUP, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. THE NAME

The name of the Corporation shall be:

BUILDERS FUNDING GROUP, CORP.

The address of the principal office of this Corporation shall be 13700 S.W. 100 Terrace Miami, Florida. 33186 and the mailing address of The Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 13700 S.W. 100th Terrace Miami, Florida. 33186. And the name of the initial registered agent of the Corporation at that address is Jorge A. Otero

ARTICLE V. TERM OF EXISTANCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have one Officers and one Director, initially the name and street address of the initial Officer and Director who shall hold office for the first year of the Corporation, or until a successor is elected or appointed is:

JORGE A. OTERO	President/Vice President/Secretary
13700 S.W. 100 Terrace	Treasurer/Director
Miami, Florida. 33186	

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

JORGE A. OTERO
13700 S.W. 100 Terrace Miami, Florida. 33186

ARTICLE VIII. AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stock holders and approved at a stock holder's meeting by at least a majority of the stock holders entitled to vote, unless all of the Directors and all of the stock holders sign a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set hand and seal this 20th day of AUGUST, 1996.

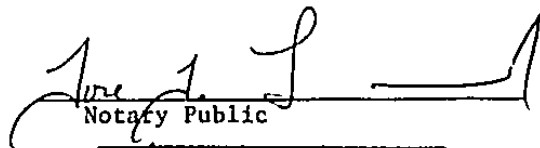


JORGE A. OTERO

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JORGE A. OTERO to me known to be the person described in and who executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 20th day of AUGUST, 1996



Notary Public

My commission expires

JOSÉ J. LEONARDO, ESQ.
12515 N. KENDALL DRIVE
SUITE 222
MIAMI, FL 33186
TEL.: (305) 275-9177

OFFICIAL NOTARY SEAL
JOSE J. LEONARDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC389209
MY COMMISSION EXP. AUG. 30, 1998

FILED

96 AUG 22 PM 2:08

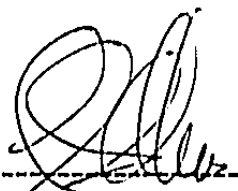
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUILDERS FUNDING GROUP, CORP.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept services of process for the above named Corporation, at the place designated in the Articles. I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to the proper and complete performance of my duties.

August 20th, 1996



Register Agent: Jorge A. Otero