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9/11/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0616

ACCT#: 073171003004

FAX #1 (305)672-9110

NAME: ~~MC GILLIS-MAN Y TIENNY, INC.~~ ALL AMERICAN INVESTMENT GROUP, INC.

AUDIT NUMBER.....H96000012714

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
All American Investment Group, Inc.**

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96 SEP 12 PM 9 22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article I. Name

The name of this Florida corporation is:
All American Investment Group, Inc.

Article II. Address

The mailing address of the Corporation is:
All American Investment Group, Inc.
9822 NW 2nd Street
Miami FL 33174

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Arturo Loivano
Jose Santiesteban

Article VI. Incorporator

The name and address of the incorporator is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 11, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 11, 1996



ANIBAL J. DUARTE-VIERA
by Luis A. Uriarte as attorney-in-fact

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Anibal J. Duarte-Viera FL Bar Member 810392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

All American Investment Group, Inc.

REGISTERED AGENT:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANIBAL J. DUARTE-VIERA

by Luis A. Uriarte as attorney-in-fact

Date: 9/11/96

Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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PN6000075799

MEMBER
NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS
NATIONAL ASSOCIATION OF ACCOUNTANTS
NATIONAL ASSOCIATION OF CHIAN
ACCOUNTANTS IN EXILE
NATIONAL SOCIETY OF TAX
PROFESSIONALS

SUNSET CENTER OFFICE PARK
10800 SUNSET DRIVE, SUITE 800
MIAMI, FL 33178
(305) 270-9320

November 15, 1996

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

000002007480--3
-11/19/96--01025--013
*****35.00 *****35.00

Gentlemen:

We are enclosing the Certificate of Amendment of Certificate of Corporation of All American Investment Group, Inc. together with check for \$35.00 to cover filing fees.

Please send acknowledgements to our attention.

Sincerely,

J. Lodeiro

Jose Lodeiro, MBA
Senior Accountant

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TALLAHASSEE, FLORIDA

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[Handwritten initials]

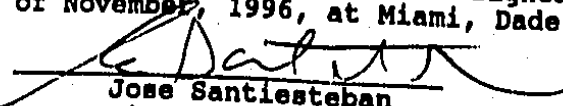
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
ALL AMERICAN INVESTMENT GROUP, INC.

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TALLAHASSEE, FLORIDA

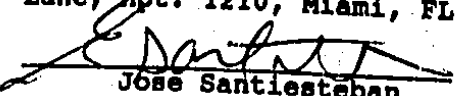
I, the undersigned, Director of All American Investment Group, Inc., organized under the Laws of the State of Florida, hereby certifies:

1. The name of the Corporation is All American Investment Group, Inc.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on September 11, 1996, Document number P96000075799.
3. That Articles of Incorporation of this Corporation shall be and are amended to read as follows:
 - A. To accept the resignation of Arturo Leivano as Director of this corporation.
 - B. To verify Mr. Jose Santiesteban as corporation's President, Director and new Registered Agent of this corporation.
 - B. To change the address of this corporation to be 12209 SW 14TH. Lane, Apt. 1210, Miami, FL 33184.
 - C. That the above Amendments were adopted and approved unanimously by the Director and Shareholders of this Corporation at a joint meeting of the Directors and Stockholders which was sufficient for approval, held on November 14th., 1996

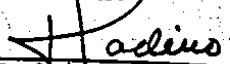
IN WITNESS WHEREOF, We have signed this Certificate this 14th. day of November, 1996, at Miami, Dade County, Florida.


Jose Santiesteban
Director/President

The undersigned, Jose Santiesteban, is familiar with and accepts the obligations of the position of Registered Agent of All American Investment Group, Inc. Registered Agent address is 12209 SW 14th. Lane, Apt. 1210, Miami, FL 33184


Jose Santiesteban
Registered Agent

I HEREBY CERTIFY that in Dade County, Florida, on this 14th. day of November, 1996, personally appeared Jose Santiesteban, personally known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledges before me that he subscribed to said Amendment of the aforesaid Certificate of Incorporation.


J. Lodeiro, Notary Public
State of Florida at Large