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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: NAUTICA SPORTS CENTER, INC.

AUDIT NUMBER.....H96000013967

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
NAUTICA SPORTS CENTER, INC.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is NAUTICA SPORTS CENTER, INC.

The principal place of business and mailing address for the corporation is : 3990 Sheridan Street, Suite 104, Hollywood, Florida 33021.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

THIS INSTRUMENT PREPARED BY:
MAX M. HAGEN, ESQ.
HAGEN & HAGEN, P.A.
3990 Sheridan Street, #104
Hollywood, Florida 33021
Florida Bar No. 032722
(306) 987-0515

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having ten dollar (\$10.00) par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 Sheridan Street, #104

Hollywood, Florida 33021

and the name of the initial registered agent at that address is:

MAX M. HAGEN, ESQ.

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

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ARTICLE VIIINITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MAX M. HAGEN, President, Secretary, Treasurer and Director	3990 Sheridan Street, #104 Hollywood, Florida 33021

ARTICLE VIIISUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MAX M. HAGEN	3990 Sheridan Street, #104 Hollywood, Fl. 33021

ARTICLE IXCUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

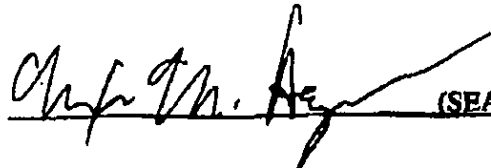
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ARTICLE XAMENDMENT

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

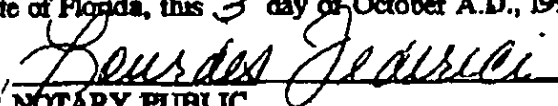
IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 3 day of October, 1996.

 (SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me MAX M. HAGEN, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 3 day of October A.D., 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT NAUTICA SPORTS CENTER, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

HOLLYWOOD, STATE OF FLORIDA, HAS NAMED MAX M. HAGEN, ESQ.

LOCATED AT 3990 Sheridan Street, Suite 104
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE UNACCEPTABLE)

CITY OF Hollywood, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE October 3, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
MAX M. HAGEN, ESQ.
RESIDENT AGENT

DATE October 3, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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((H97000012297 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NAUTICA SPORTS CENTER, INC.

AUDIT NUMBER.....H97000012297

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

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AMENDED ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 10:04

NAUTICA SPORTS CENTER, INC.

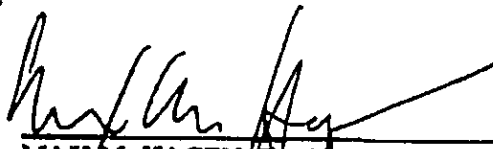
The undersigned hereby presents these Amended Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be HISPANIC HERALDRY AND GENEALOGY RESEARCH CENTER, INC., and may be located in any county in the State of Florida. The principal office of the business is presently located at 3990 Sheridan Street, Suite 104, Hollywood, Florida 33021.

All other provisions of the corporation filed October 4, 1996 under Corporation Document No. P96000082279 are hereby ratified, approved and confirmed as if fully set forth herein.

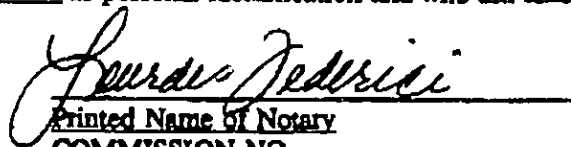
IN WITNESS WHEREOF, We have hereunto set our hands and seals this corporation, on this 28th day of July, 1997.


MAX M. HAGEN, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28 day of July 1997, by MAX M. HAGEN, as President of NAUTICA SPORTS CENTER, INC. who is personally known to me or who produced _____ as personal identification and who did take an oath.

MY COMMISSION EXPIRES:


Printed Name of Notary
COMMISSION NO.
NOTARY PUBLIC STATE OF FLORIDA

 LOURDES FEDERICI
COMMISSION # CC 458379
EXPIRES MAY 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Prepared by: Max M. Hagen, Esq. H 97000012297
3990 Sheridan St. # 104
Hollywood, FL 33021
(954) 981-0515 / 032722 (FBN.)

H 97000012297

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NAUTICA SPORTS CENTER, INC.

THE UNDERSIGNED, MAX M. HAGEN, as President of NAUTICA SPORTS CENTER, INC., a Florida corporation, does hereby certify that the following is a true and correct copy of a Resolution duly adopted by the Stockholders and Board of Directors of said corporation at a Special Meeting of the Stockholders and the Board of Directors, in person, which Special Meeting was duly called in conformity with the By-Laws of the corporation and was held at Hollywood, Florida on the 28th day of July, 1997.

RESOLVED, that the President and Secretary file a Certificate of Amendment to the Articles of Incorporation of NAUTICA SPORTS CENTER, INC., to modify Article I - NAME to be changed as follows:

ARTICLE I - NAME


The name of the corporation shall be HISPANIC HERALDRY AND GENEALOGY RESEARCH CENTER, INC., and may be located in any county in the State of Florida. The principal office of the business is presently located at 3990 Sheridan Street, Suite 104, Hollywood, Florida 33021.

THE UNDERSIGNED further certifies that the foregoing Resolution has not been modified or changed in any way and is, at the date of this Certificate, in full force and effect.

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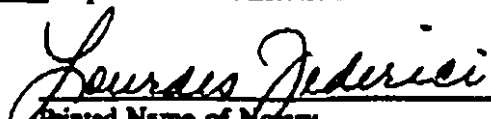
IN WITNESS WHEREOF, We have hereunto set our hands and seals this
corporation, on this 28 day of July, 1997.


MAX M. HAGEN, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28 day of July
1997, by MAX M. HAGEN, as President of NAUTICA SPORTS CENTER, INC. who is
personally known to me or who produced _____ as personal identification and who did take
an oath.

MY COMMISSION EXPIRES:


Printed Name of Notary
COMMISSION NO.
NOTARY PUBLIC STATE OF FLORIDA

 LOURDES FEDERICI
COMMISSION # CO 458379
EXPIRES MAY 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

H 97000012297