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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: MR. FREEZE INVESTMENT CORP.
AUDIT NUMBER.....H96000014105
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**ARTICLES OF INCORPORATION
OF**

MR. FREEZE INVESTMENT CORP.

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name and mailing address of this Corporation shall be:

MR. FREEZE INVESTMENT CORP. 782 N.W. LE JEUNE ROAD S-635
Miami, Florida 33126

ARTICLE II - EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of one cent par value common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The principal street address of the initial registered office of this Corporation is 782 N.W. LE JEUNE ROAD S-635 Miami, Florida 33126 and the name of the

Prepared by: Lazara L. Pittman, Esq.
782 N.W. 42nd Ave., Ste 635
Miami, Fl 33126
Fla. Bar No.: 796565
(305) 461-0707

PREPARED BY: LAZARA L. PITTMAN, ESQ.
782 N.W. 42 Avenue, Ste. 635
Miami, Fl 33126
Fla. Bar No.: 796565
(305) 461-0707

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initial registered agent of this corporation is LAZARA L. PITTMAN, Esq.,

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 1. The name(s) and address(es) of the initial director(s) of this Corporation is (are):

PRESIDENT: MANOLO CONTRERAS

VICE PRES: n/a

SECRETARY: n/a

TREASURER: n/a

ARTICLE VIII - INDEMNIFICATION

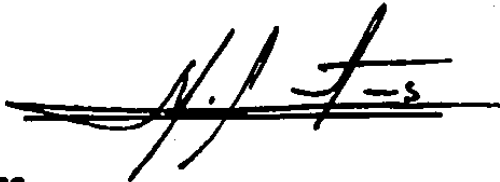
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address(es) of the person(s) signing these articles is (are):

MANOLO CONTRERAS 782 N.W. LE JEUNE ROAD 8-635
Miami, Fl. 33126

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these articles of incorporation this 8th day of October, 1996.



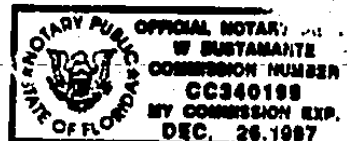
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing, articles of incorporation, were acknowledged before me on this day of , 1996, by MANOLO CONTRERAS, as President of , who is personally known to me or who has produced , as identification and who did take an oath.

WILLIAM EUSTAMANTE

Print:
NOTARY PUBLIC STATE OF FLORIDA

My commission expires:



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

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In compliance with Section 607.034 of the Florida statutes, the following
is submitted: **MR. FREEZE INVESTMENT CORP.**

desiring to organize or qualify under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, in the
city of Miami, County of Dade, State of Florida, has named **Lazara**
L. Pittman, Esq. 782 NW LeJeune Rd. S-635
Miami, Fl, 33126 as its agent to accept service of process
within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of all said Act
relative to keeping open said office.

Dated this 8th day of October, 1996.


AS REGISTERED AGENT