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10/24/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: LEOPOLDO ENTERPRISE, INC.

AUDIT NUMBER.....H96000014991

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION**OE**LEOPOLDO ENTERPRISES, INC.

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

ARTICLE I NAME

The name of the corporation shall be: LEOPOLDO ENTERPRISES, INC.

The principal place of business of this corporation shall be: 7545 N.W. 70th Ave.
Miami, FL 33166

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Leopoldo Hernandez	7545 N.W. 70th St. Miami, FL 33166
V/President: Maria Isabel Andrade	7545 N.W. 70th St. Miami, FL 33166
Sec/Treasurer: Francis M. Switzer	7545 N.W. 70th St. Miami, FL 33166

Prepared by: Francis M. Switzer
1390 S. Dixie Hwy, Suite 1108
Coral Gables, FL 33146
(305) 663-3566

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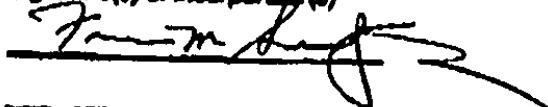
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

FRANCIS SWITVEL
1390 E. DIXIE HWY SUITE 1108
CORAL GABLES, FL 33140

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 24 day of OCTOBER, 1996

Signature(s) of Incorporator(s)



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

Pursuant to the provisions of section 007.0501, 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: LEOPOLDO ENTERPRISES INC

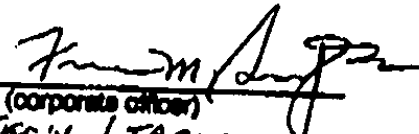
2. The name and address of the registered agent and office is:

FRANCIS M. SWITZER
(NAME)

1390 S. DIXIE HWY SUITE 1108
(P.O. BOX NOT ACCEPTABLE)

CORAL GABLES, FL 33146
(CITY/STATE/ZIP)

SIGNATURE



(corporate officer)

TITLE

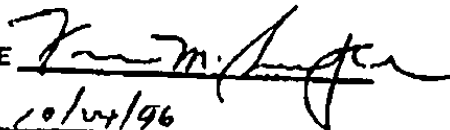
SEC'Y / TREAS.

DATE

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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



DATE

10/24/96

REGISTERED AGENT FILING

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