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11-199 16:55 EMPIRE CORPORATE KIT
PUBLIC ACCOUNTING SYSTEM
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TO: DIVISION OF CORPORATIONS
FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694
ACCT#: 072450003255
FAX #: (305)541-3770
NAME: CONDAL & PENAMIL HOUSE INC.
AUDIT NUMBER.....H96000016590
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION OF **H96000016590**
Condal & Penamil House Inc.

Article I.

NAME

The name of this corporation is:

Condal & Penamil House Inc.

Article II.

DURATION

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.

STOCK

This corporation is authorized to issue sixty (60) shares of NO 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 or she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ROBERTO F. FLEITAS, ESQUIRE
782 N.W. LeJeune Road, Suite 550
Miami, Florida 33126
(305) 442-1439
Fla. Bar No. 273546

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Article VI.

REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

741-743 Lincoln Road, Miami Beach, Florida 33139

The name of the initial registered agent of this corporation is:

ALVARO QUESADA PENABAD

Article VII.

INITIAL BOARD OF DIRECTORS

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

ALVARO QUESADA PENABAD
741-743 LINCOLN RD.,
MIAMI BEACH, FLORIDA 33139

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.

INCORPORATORS

The name and address of the person signing these articles of

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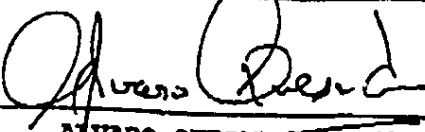
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incorporation is:

ALVARO QUESADA PENABAD
741-743 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 19 day of November
1996.

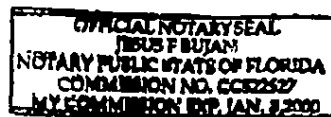

ALVARO QUESADA PENABAD

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared
ALVARO QUESADA PENABAD, known to me to be the person described
in, or who has produced as identification _____
and who executed the foregoing Articles of Incorporation, and
acknowledged before me that he executed the same for the purposes
therein expressed and who did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA

MY COMM. EXPIRES:



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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.

In compliance with Section 607.034 of the Florida Statutes, the
following is submitted:

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of
Miami, Dade County, Florida, the corporation has named:
ALVARO QUESADA PENABAD as its agent to accept service of process
within the State of Florida, with its registered address as:
741-743 Lincoln Road, Miami Beach, Florida 33139.

ACKNOWLEDGMENTS

Having been named to accept service of process for the above
mentioned corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and further
agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

DATED: THE 19 DAY OF November, 1996.



ALVARO QUESADA-PENABAD
REGISTERED AGENT

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