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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BERRY RINCON STUDIO, INC.

AUDIT NUMBER.....H96000016971

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

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898-54388
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**ARTICLE OF INCORPORATION
OF
BERRY RINCON STUDIO, INC.**

H96000016971

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be:

Berry Rincon Studio, Inc.

ARTICLE II -- DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address is:

1460 Brickell Avenue, Suite 310
Miami, Florida 33131

ARTICLE IV -- CAPITAL STOCK

The corporation is authorized to issue ten thousand (10,000) shares of common stock, each at One Dollar and No/100 (\$1.00) par value.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

This instrument prepared by:
George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145
FBN: 871605
(205) 444-2086

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Name:	Address:
Juan E. Berry	540 Brickell Key Drive, #1419 Miami, Florida 33131
Camila Rincon	540 Brickell Key Drive, #1419 Miami, Florida 33131

ARTICLE VII -- OFFICERS

The initial corporate officers shall be:

Name/Title:	Address:
Camila Rincon President	540 Brickell Key Drive, #1419 Miami, Florida 33131
Juan E. Berry Vice-President & Secretary	540 Brickell Key Drive, #1419 Miami, Florida 33131
Maria Eugenia Fernandez Treasurer	540 Brickell Key Drive, #1419 Miami, Florida 33131

ARTICLE VII -- INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE VIII -- BY LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either of the Stockholders or the Board of Directors.

ARTICLE IX -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

This instrument prepared by:
George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145
FBN: 971603

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ARTICLE X -- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for the 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 XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII - PURPOSE

The corporate purpose is to provide architectural design services.

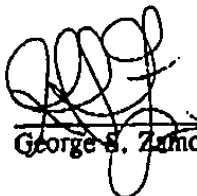
The undersigned has executed these Articles of Incorporation this 27th day of November, 1996.


George S. Zamora

ACCEPTANCE OF REGISTERED AGENT

The undersigned, George Zamora, whose address is 3191 Coral Way, Third Floor, Miami, Florida 33145 hereby accepts the designation as registered agent for Berry Rincon Studio, Inc.

Dated: November 27, 1996.


George S. Zamora

FILED
96 DEC -4 PM 12:56
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

This instrument prepared by
George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, Florida 33145
FBN: 87183

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