CAPITAL CONNECTION, INC. CAPITAL CONNECTION

417 E. Virgiria St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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11-1529-7 PONDER'S INC., THOMASVILLE, GA.

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Will Pick Up

THANK YOU from
Your Capital Connection

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts Past 30 Days, 16% per Annum, DISBURSED

ARTICLES OF INCORPORATION

OF

CARRASCO ENTERPRISES, INC.

96 DEC 17 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Carrasco Enterprises, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is 6220 N.W. 173rd Street, #723, Miami, Florida 33015; and the name of the initial registered agent of this Angel Carrasco, 6220 N.W. 173rd Street, #723, Miami, Florida.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 6220 N.W. 173rd Street, #723, Miami, Florida 33015.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (2) initial director. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Fernando Carrasco 6220 N.W. 173rd Street Apt #723 Miami, Florida 33015

Angel Carrasco 6220 N.W. 173rd Street Apt # 723 Miami, Florida 33015

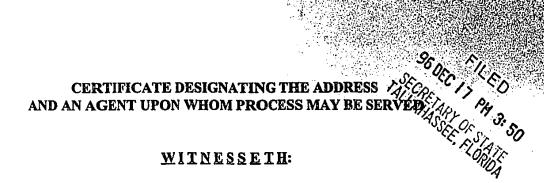
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jeffrey E. Levey, Esquire Jeffrey E. Levey, P.A. 2665 South Bayshore Drive Suite 1004 Coconut Grove, Florida 33133 IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of November, 1996.

Jeffrey E. Levey, Esq.

Incorporator



That Carrasco Enterprises, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Angel Carrasco as its agent to accept service of process within this state.

Carrasco Enterprises, Inc c/o Angel Carrasco 6220 N.W. 173rd Street Apt #723 Miami, Florida 33015

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 2 day of November, 1996.

Registered Agent