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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 0724t50003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: TOC GLOBAL COMMUNICATIONS, INC.
AUDIT NUMBER.p.....H97000000445
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
.. 4 CERT. OF STATUS..0e PAGES.....
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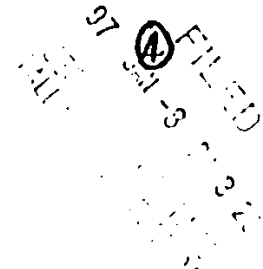
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**ARTICLES OF INCORPORATION
OF
TOC GLOBAL COMMUNICATIONS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is TOC GLOBAL COMMUNICATIONS, INC. and mailing address of this corporation shall be: 7845 Coral Way, Miami, Florida 33155.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Seven Thousand (7000) shares of common stock at One Dollar (\$1.00) par value per share.

Prepared by:

Carlos E. Padron, Esq.
Vila & Padron, P.A.
338 Minorca Avenue
Coral Gables, FL 33134
Tel: (305) 461-4888
FL Bar No. 866997

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ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 7845 Coral Way, Miami, Florida 33155, and the name of the initial registered agent of this corporation at that address is Juan B. Santalo.

ARTICLE VI**INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is: Juan B. Santalo, 7845 Coral Way, Miami, Florida 33155.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one.

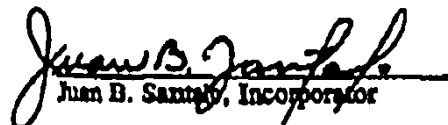
ARTICLE VIII**BY-LAWS**

The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 of January, 1997.


Juan B. Santalo, Incorporator

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CERTIFICATE OF REGISTERED AGENT
OF
TOC GLOBAL COMMUNICATIONS, INC.

Pursuant to Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That TOC GLOBAL COMMUNICATIONS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 7845 Coral Way, Miami, Florida 33155, has named Juan B. Santalo, located at: 7845 Coral Way, Miami, Florida 33155, agent to accept service of process within the State.

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 I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties .

Dated this 8 day of January, 1997.

By Juan B. Santalo
Juan B. Santalo.

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1/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: JUPASA CORPORATION

AUDIT NUMBER.....H97000000439

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

CERT. OF STATUS..1

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
JUPASA CORPORATION**

ARTICLE I. NAME.

The name of the corporation is JUPASA CORPORATION

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at
14629 S. W. 104 Street #281
Miami, Fl 33186

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is JUAN G.
LLANO and the address to be used for service to the
Corporation shall be 14629 S.W. 104th Street #281
Miami, Fl 33186

ARTICLE IV. BOARD OF DIRECTORS.

(I) The Corporation shall have a minimum of one (1)
director, and shall have one (1) director initially. The
number of directors may be increased from time to time by
amendment of the By-laws

(II) The name and address of the person who is to
serve as director until the first annual meeting of
shareholders or until its successors are elected and
qualify, is:

JUAN G. LLANO
14629 S. W. 104th Street #281
Miami, Florida 33186

ARTICLE V. INCORPORATOR.

The names and addresses of the incorporator is as
follows:

JUAN G. LLANO
14629 S. W. 104th Street #281
Miami, Florida 33186

Prepared by: JUAN G. LLANO
14629 SW 104th St. #281
Miami, Fl 33186
(305) 383-0710

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ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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FROM THE PEOPLE 305 553 4582

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ARTICLE X. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Thousand dollars (\$1000.00)


ARTICLE XI. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand this 8th day of January, 1997.


JUAN G. LLANO
14629 SW 104th St. #201
Miami, FL 33186

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation.


JUAN G. LLANO
14629 SW 104th St. #201
Miami, Florida 33186
Phone: (305) 383-0710

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