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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: HOPE PROFESSIONAL SERVCIES, CORP.
AUDIT NUMBER......H97000000684
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

HOPE PROFESSIONAL SERVICES, CORP.

The undersigne incorporator (s), for the purpose of foming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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ARTICLE 1 - NAME

The name of the corporation shall be:

HOPE PROFESSIONAL SERVICES, CORP.

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transac any and all lawfull business for wich corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares wich the corporation has authority issue us 100 all of wich shall be common shares ($ 1.00) par value each.

ARTICLE 5 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
16410 NW 37th AVe., Miami, FLorida 33054
and the name of the initial registered agent at such address is: MARIA E. GONZALES

Prepared by: Maria E. Gonzalez
16410 NW 37th Ave.
Miami, FL 33054
(305) 649-3400

ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of stockholders of the corporation rather than by board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on JANUARY 13th, 1997

ARTICLE 8 - INCORPORATOR (S)

The name(s) and street address (es) of the incorporator (s) to these Articles of Incorporation is (are) :

MARIA E. GONZALEZ	PRESIDENT	16410 NW 37th Ave. Miami, Fl. 33054
ELSA GARCIA	PRESIDENT	16410 NW 37th Ave. Miami, Fl. 33054

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE 10- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

ARTICLE 11 - SHAREHOLDER ACTION

All the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have to power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected.

multiplied by the number of this shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four prior to the time set for the holding of a shareholders meeting for the election of directors said shareholder intends to cumulated his vote at said election.

ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. - A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by writen notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period or thirty days after receipt of the offer by the corporation.

In the event the corporation does not accept the offer a similar offering in wirting shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of oustanding shares less the shares of the offering shareholders. In the event th offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interest outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have first option to purchase to stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

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IN WITNESS WHEREOF, I (we) have the subscribed my name on

Shareholder, Incorporator

Shareholder, Incorporator

Shareholder, Incorporator

Shareholder, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public, personally appeared
MARIA E. GONZALEZ & ELSA GARCIA

known to me to the persons whose names are subscribed to the within instrument, and acknowledged that the executed the name for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Florida, on JANUARY 13th, 1997

NOTARY PUBLIC
State of Florida at Large

OFFICIAL NOTARY SEAL
ENRIQUE VALENZUELA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC309971
MY COMMISSION EXP. OCT. 17,1997

My commissions expires

Personally known

01/13/97 15:03 NO.381 007
FROM : ENRIQUE VALENZUELA PHONE NO. : 3056493480 Jan. 13 1997 12:06PM P02

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, 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.

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97 JAN 13 AM 10: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.00 The name of the corporation is:
HOPE PROFESSIONAL SERVICES, CORP.

2.00 The name and address of the registered agent and office is:
MARIA E GONZALEZ
16410 NW 37th Ave.
Miami, FL. 33054

SIGNATURE Maria E. Gonzalez
Corporate Officer

TITLE PRESIDENT

DATE JANUARY 13th, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFOMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FORIDA STATUTES.

SIGNATURE Maria E. Gonzalez

TITLE REGISTERED AGENT

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