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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: J & M LAND GROUP, INC.

AUDIT NUMBER.....H97000001200

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF J & M LAND GROUP, INC.

Article I - Name

The name of this corporation is J & M LAND GROUP, INC.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be 13727 SW 152 STREET SUITE 104 MIAMI, FL 33177

Article III - Capital Stock

This corporation is authorized to issue 100 shares of one (\$1.00) dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director(s).

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 S. Biscayne Blvd. 20th Floor Miami, FL 33131 and the name of the initial registered agent of this corporation is Felix M. Lasarte.

Article V - Incorporator

The name and address of the person signing these Articles is: MANUEL MODRONO, JR.

Article VI - Initial Board of Directors

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

MANUEL MODRONO, JR.
JOSE LABIADA

Article VII - Duration

This corporation is to have perpetual existence.

PREPARED BY:
FELIX M. LASARTE, Esq.
200 South Biscayne Blvd., 20th Floor
Miami, Florida 33131
Tel: 358-7605
Fax no. 0020567

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Article VIII - Purpose

This corporation is organized for the purpose of acquiring and developing real estate.

Article IX - 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 already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 17, 1997.


MANUEL MODRONO JR., Incorporator

STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

The foregoing instrument was acknowledged before me on JANUARY 17, 1997 by .
MANUEL MODRONO JR., who is personally known to me yes (yes/no) or who produced
as identification, and did not take an oath.


NOTARY PUBLIC AT LARGE

H97000001200

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Fla. Stat. §607.0505, 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.

1. The name of the corporation is: J & M LAND GROUP, INC.
2. The name and address of the registered agent is :

Felix M. Lasarte, Esq.
200 S. Biscayne Blvd.
20th Floor
Miami, Fl 33131

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TALLAHASSEE, FLORIDA

Dated: 1/17/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

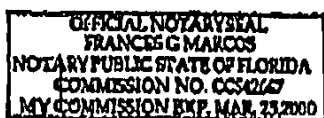

Felix M. Lasarte

STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

The foregoing instrument was acknowledged before me on 1/17/97 by Felix M. Lasarte, who is personally known to me, who executed the Acceptance by Registered Agent of this Corporation, and did not take an oath.


NOTARY PUBLIC AT LARGE

My Commission Expires:



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