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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RAR GROUP, INC.

AUDIT NUMBER.....H97000001679

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

CERT. OF STATUS..0

PAGES..... 5

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION H97000001679
OF
RAR GROUP, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: RAR GROUP, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Fahn, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent of the corporation and his street address:

Richard A. Alayon, Esq.
Alayon & Paffa, P.A.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI

The principal business address of the of the corporation shall be:

8053 N.W. 64th Street
Miami, Florida 33166

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

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<u>Name</u>	<u>Address</u>
Ricardo Recio	8053 N.W. 64th Street Miami, FL 33166
Adma Recio	8053 N.W. 64th Street Miami, Florida 33166
Angela Recio	8053 N.W. 64th Street Miami, FL 33166
Mariene Menendez	8053 N.W. 64th Street Miami, FL 33166
Ibis Pittaluga	8053 N.W. 64th Street Miami, FL 33166

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Richard A. Alayon	2460 S.W. 137th Ave. Suite 226 Miami, Florida 33175

Executed at Miami, Florida on January 28th, 1997.

Incorporator


 RICHARD A. ALAYON

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STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th day of January, 1997 by Richard A. Alayon, a resident of the State of Florida, who is personally known to me or who has produced his Florida Drivers License as Identification.


Notary Public
State of Florida at Large
Stamp or Seal:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:



Iraida Heflon Leon
My Commission OC578258
Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of RAR GROUP, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.


RICHARD ALAN ALAYON, ESQ.

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