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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: DI VALLE, INC.

AUDIT NUMBER.....H97000002944

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

EMPIRE

SUBJECT: DI VALLE, INC.
REF: W97000004147

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FAX Aud. #: W97000002944
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ARTICLES OF INCORPORATION
OF
DI VALLE, INC.

FILED
97 FEB 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

DI VALLE, INC.

The principal place of business is:

7441 Wayne Avenue, #2D

Miami, FL 33141

ARTICLE II . DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

1. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.

2. To purchase,, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor.

Richard A. Perez, Esq.
330 S.W. 27th Ave., Suite 609
Miami, FL 33135
Phone: 644-3377
Florida Bar No. 0832235

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3. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limits as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stocks for any lawful purposes, including the acquisition of any other entity.

4. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at one (\$1.00) dollars par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 7441 Wayne Avenue, #2D, Miami, FL 33141, and the name of the initial registered agent of this corporation at that address is: Angel N. Diaz.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL N. DIAZ, President	7441 Wayne Avenue, #2D, Miami, FL 33141
ZULMA DIAZ, Vice President	7441 Wayne Avenue, #2D, Miami, FL 33141

ARTICLE VIII. INCORPORATION

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL N. DIAZ, President	7441 Wayne Avenue, #2D, Miami, FL 33141
ZULMA DIAZ, Vice President	7441 Wayne Avenue, #2D, Miami, FL 33141

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of February, 1997.

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ANGEL H. DIAZ

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared Angel N. Diaz, known to me to be the person who executed the Articles of Incorporation of DI VALLE, INC., and has acknowledged before me that he has executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 19 day of February, 1997.



Richard A. Perez
My Commission CC579022
Expires Aug. 25, 2003

NOTARY PUBLIC

My commission expires:

Having been named to accept service of process for DI VALLE, INC., at the place designated in the foregoing Articles of Incorporation, 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 performance of my duties.

DATE: 2/19/97SIGNATURE: [Signature]

RESIDENT AGENT

THIS INSTRUMENT WAS PREPARED BY:
RICHARD A. PEREZ, ESQUIRE
330 S.W. 27th Avenue, Suite 609
Miami, Florida 33135
Telephone: (305) 644-3377

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