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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: ACO ENTERPRISES, INC.

AUDIT NUMBER.....H97000003329

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

CERT. OF STATUS..1

PAGES..... 6

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*Handwritten signature and date: 2/26/97*

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ACO ENTERPRISES, INC.

ARTICLE I. NAME

The name of this corporation shall be ACO ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

This Instrument Prepared By:

Antonio J. Soto, III, Esq.  
8500 West Flagler St., Ste. A-105  
Miami, Florida 33144-2037  
FLORIDA BAR NO.: 302163  
(305)227-2700

Article of Incorporation ACO ENTERPRISES, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the

shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors and their title is:

VICTOR RAMOS 15969 N.W. 64th Ave. Apt. 104 Miami Lakes, FL 33014	President	500 SHARES
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RAFAEL CARNET 1734 N.W. 63 Avenue Miami, Florida 33015	Vice-President	500 SHARES
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ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 15969 N.W. 64th Ave., Apt. 104, Miami Lakes, Florida 33014.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: VICTOR RAMOS.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

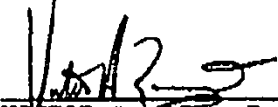
VICTOR RAMOS  
15969 N.W. 64th Avenue  
Miami Lakes, Florida 33014


RAFAEL CARNET  
1734 N.W. 63rd Avenue  
Miami, Florida 33015.

H97000003329

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
VICTOR RAMOS - Incorporator  
S.S.# 250-82-8751

  
\_\_\_\_\_  
RAFAEL RAMOS - Incorporator  
S.S.# 593-06-6792

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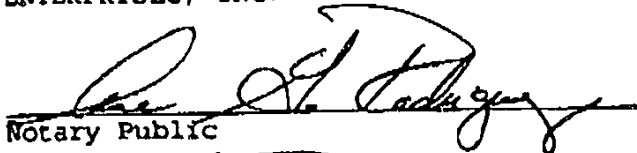
I hereby accept my designation as resident agent and agree to serve as the resident agent of ACO ENTERPRISES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ACO ENTERPRISES, INC.

  
\_\_\_\_\_  
VICTOR RAMOS - Registered Agent

State Of FLORIDA

County Of DADE

On Feb. 25, 1997, VICTOR RAMOS, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ACO ENTERPRISES, INC.

  
Notary Public

Ana G. Rodriguez  
(Notary Public - Printed/Or Typed Name)



ANA G RODRIGUEZ  
My Commission CC400681  
Expires Aug. 18, 1998  
Bonded by HAI  
800-422-1888

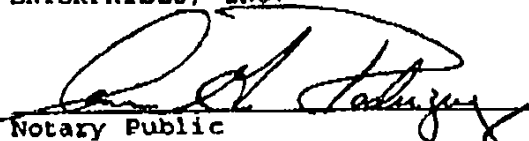
Commission Expiration Date & Commission Number:

(SEAL)

State Of FLORIDA

County Of DADE

On Feb. 25, 1997, RAFAEL CARNET, designated above as the individual who shall serve as the corporation's initial incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ACO ENTERPRISES, INC.

  
Notary Public

Ana G. Rodriguez  
(Notary Public - Printed/Or Typed Name)



ANA G RODRIGUEZ  
My Commission CC400681  
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