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TO: DIVISION OF CORPORATIONS

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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MALIZ ENTERPRISES, INC.

AUDIT NUMBER.....H97000003432

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
MALIZ ENTERPRISES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:ARTICLE I  
NAME AND ADDRESS

The name and address of the principal office and/or mailing address of the Corporation is as follows:

Maliz Enterprises, Inc.  
10711 S.W. 27th St.  
Miami, FL 33165

ARTICLE II  
DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock to be held by the shareholders/initial Board of Directors as follows:

26 shares to be held by Director Osvaldo Colon  
26 shares to be held by Director Siria M. Colon  
24 shares to be held by Director Elizabeth Toca  
24 shares to be held by Director Maria M. Schneider

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder/Director, upon the sale for cash of any new or existing stock of this corporation shall have the right to purchase at the price at which it is offered to others. Upon the death of any shareholder/Director, the shares held by said shareholder/Director revert to the corporation to be distributed among the surviving shareholder/Directors according to their pro rata ownership of shares at the time.

Prepared by: Oscar Schneider, Esq. (954) 564-6616  
2455 E. SUNRISE BLVD. #905 FBN. 650550  
FORT LAUD., FL 33304  
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ARTICLE VI  
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Oscar Schneider, Esquire.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have four Directors Initially. The number of Directors may be either increased or diminished from time to time in the manner provided by the Bylaws, but shall never be less than one. The name and address of the initial Directors of the Corporation is as follows:

Oswaldo Colon  
10711 S.W. 27th Street  
Miami, Fl. 33165

Elizabeth Toca  
10711 S.W. 27th Street  
Miami, Fl. 33165

Siria M. Colon  
10711 S.W. 27th Street  
Miami, Fl. 33165

Maria M. Schneider  
1961 S.W. 72nd Ave.  
Plantation, Fl. 33317

ARTICLE IX  
INCORPORATORS

The name and address of the Corporation's Incorporator is:  
Oscar Schneider, Esquire  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Fl. 33304

ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

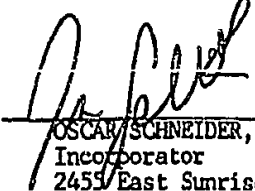
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ARTICLE XI  
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article. on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 26<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
OSCAR SCHNEIDER, ESQ.  
Incorporator  
2455 East Sunrise Boulevard  
Suite 905  
Fort Lauderdale, Fl. 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

OSCAR SCHNEIDER, ESQUIRE  
by:   
\_\_\_\_\_  
Oscar Schneider, Registered Agent

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