

Law Office
of
Myron J. Rayvis

Telephone
(305) 260-7071

7333 Coral Way, Suite 6
Miami, Florida 33155

February 21, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

700002090467--5
-02/25/97--01049--0113
****122.50 ****122.50

RE: Articles of Incorporation of Alcazar Holding Corp.

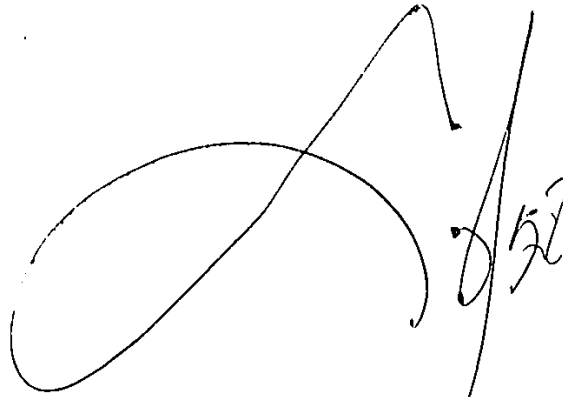
Enclosed herewith please find an original and a copy of the above mentioned corporation and a check in the amount of \$122.50 for filing fee.

Please send a certified copy of the above mentioned to our office in the self addressed stamped envelope enclosed.

Very truly yours,


CARMEN L. PEREZ

FILED
97 FEB 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

ALCAZAR HOLDING CORP.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

ALCAZAR HOLDING CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as may be required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

FILED
97 FEB 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the Laws of the United States of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED DOLLARS.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 7333 Coral Way
Miami, Fl 33155

The registered agent of the corporation shall be:

ANA MARIA DAVIDE

The registered office of the corporation shall be located at:

7333 Coral Way
Miami, Fl 33155

ARTICLE VII

This corporation shall have not less than one director. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The names and street addresses of each Subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
ANA MARIA DAVIDE	7733 CORAL WAY MIAMI, FL 33155	100

ARTICLE IX

The names and street addresses of the members of the first board of Directors and Officers, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
ANA MARIA DAVIDE	7733 CORAL WAY MIAMI, FL 33155	President, Secretary/ Treasurer

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

The Stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of

ARTICLE XII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporate franchises or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal.

Ana Maria Davide
ANA MARIA DAVIDE
Incorporator

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

Ana Maria Davide
ANA MARIA DAVIDE
Registered Agent

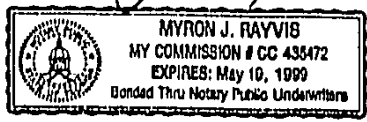
STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared ANA MARIA DAVIDE to me well known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hands and official seals in the County of State above named this of 18th day of February, 1997.

FILED
97 FEB 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Myron J. Rayvis
NOTARY PUBLIC, STATE OF FLORIDA



MY COMMISSION EXPIRES: