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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: POLOIVE ENTERPRISES CORP.

AUDIT NUMBER.....H97000003672

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

CERT. OF STATUS..0

PAGES..... 6

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**ARTICLES OF INCORPORATION OF
POLOIVE ENTERPRISES CORP.**

ARTICLE I NAME

The name of this corporation is **POLOIVE ENTERPRISES CORP.**

ARTICLE II DURATION

This corporation will have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business allowed under the laws of the United states and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which will be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right to purchase his prorata shares of it (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:

**CARLOS MACEDO, ACCOUNTANT
C&S INTERNATIONAL, INC.
8870 S.W. 40 ST. #3
MIAMI, FL 33165
TEL.: (305) 553-2229**

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ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be at, 11472 SW 41st Street, Miami, Florida 33165. The Board of Directors may from time to time designate other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation will have FOUR (4) Director initially. The number of Directors may be increased or diminished from time to time according to Bylaws adopted by the stockholders. The name and addresses of the initial Boards of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Osiris A. Guerrero President	11472 SW 41st Street Miami, Fl. 33165
Olga P. Aquino Executive V.P.	11440 SW 41st Terrace Miami, Fl. 33165
Olga M. Guerrero Treasurer	14543 SW 84th Street Miami, Fl. 33183
Ana I. Guerrero Secretary	14543 SW 84th Street Miami, Fl. 33183

ARTICLE VIII SUBSCRIBERS

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Osiris A. Guerrero President	11472 SW 41st Street Miami, Fl. 33165	40 %
Olga P. Aquino Executive V.P.	11440 SW 41st Terrace Miami, Fl. 33165	20%

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Olga M. Guerrero Treasurer	14543 SW 84th Street Miami, Fl. 33183	20%
Ana I. Guerrero Secretary	14543 SW 84th Street Miami, FL 33183	20%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he will sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation will indemnify any officer or director, to the full extent allowed by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On a dissolution the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

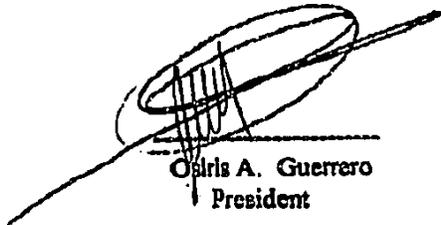
ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 8870-3 S.W. 40th Street, Miami, FL. 33165 and the name of the initial registered agent of this corporation at that address is Carlos Maccodo

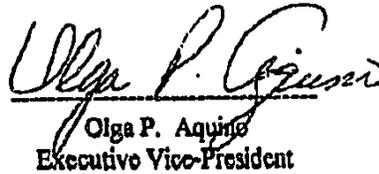
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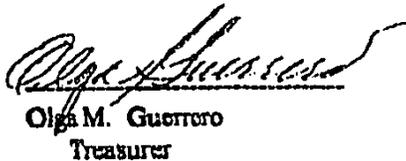
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 18th day of February, 1997



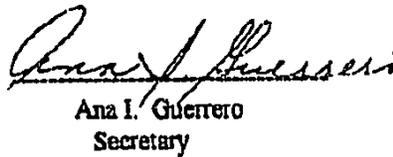
Osiris A. Guerrero
President



Olga P. Aquino
Executive Vice-President



Olga M. Guerrero
Treasurer



Ana I. Guerrero
Secretary

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

In a pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, Poloive Enterprises Corp. Desiring to organized under the laws of the State of Florida, with its principal office located at, 11472 SW 41st Street, Miami, Dade County, State of Florida, 33165, as indicated in the Articles of Incorporation.

2. - Has named Mr. Carlos Macedo, located at 8870.3 S.W. 40th Street, City of Miami, County of Dado, State of Florida, 33165 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept the appolment to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Carlos Macedo

DATE 3/3/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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