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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: ODELL INVESTMENT, INC.

AUDIT NUMBER.....H9700003561

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

CERT. OF STATUS..1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

FAS-T CORP.

SUBJECT: ODELL INVESTMENT, INC.
REF: W97000004895

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Neyssa Culligan
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FAX Aud. #: H97000003561
Letter Number: 397A00010795

ARTICLES OF INCORPORATION OF

H97000003561

ODELL PROPERTY INVESTMENTS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of FLORIDA, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation, and to that end we do by these Articles set forth:

ARTICLE I

The name of this corporation shall be:

ODELL PROPERTY INVESTMENTS, INC.

ARTICLE II

The general nature of the business, objects and purpose proposed to be carried on and transacted, is to invest in real Estate properties, and do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

To make and perform contracts of any kind and description and for the purpose of obtaining any of the objects of the corporation. To do and perform any acts and things, and to exercise any and all powers which a corporation or natural person could do or exercise, and which now are or hereinafter maybe authorized by law, and to do and perform any and all things necessary or incident to the performing or carrying out the powers hereinabove specifically delegated or implied.

It is hereby expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any matter the aforesaid general powers of this corporation.

ARTICLE III

The maximum number of stock which the corporation is authorized to issue and to have outstanding at any time is One Thousand (1000) shares of common stock, which shall have a par value of One (\$1.00) Dollar per share.

Prepared by: Jorge Lledo
10050 S.W. 122nd Ct.
Miami, Fl 33186
(305) 594-3464

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ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of One Thousand dollar (\$1000.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless dissolved sooner according to Law.

ARTICLE VI

The principal place of business of this corporation shall be: 457 E. 27th Street Hialeah, FL 33013

ARTICLE VII

The names and post office address of each of the subscribers of these Articles of Incorporation, the officers, the amounts they are investing in the business, and a statement of the number of the shares of which he or she agrees to take, are as follows:

Lauro Barter 457 E. 27th Street Hialeah, FL 33013	President and Director	400 Shares
Jorge Lledo 10050 SW 122 Ct. Miami, FL 33186	Vice-president and Director	300 Shares
Jorge L. Lledo Jr. 9033 SW 123 Ct. Miami, FL 33186	Treasure and Director	300 Shares

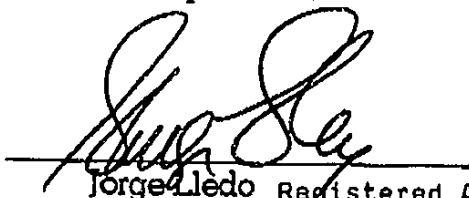
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ARTICLE VIII

The registered agent of this corporation shall be:

Jorge Lledo
10050 SW 122 Ct.
Miami, FL 33186

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



Jorge Lledo Registered Agent and
Incorporator

The name and address of the incorporator is Jorge Lledo
10050 SW 122 Ct.
Miami, FL 33186

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a minimum of two Director, proposed by them to the stockholders, and approved at a vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these articles of Incorporation on this 28 day of February 1997.