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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: MIT PRODUCTS AND SERVICE, INC.
070402002741

ACCT#:

CONTACT: RAFAEL MOREL
PHONE: (305) 871-0008
(305) 871-0550

FAX #:

NAME: CHEER-PALACE, INC.

AUDIT NUMBER.....H97000003736

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATIONOFCHEER-PALACE, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CHEER-PALACE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13041 S.W. 122ND. AVENUE
MIAMI, FLORIDA 33186

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 2000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares as the price at which it is offered to others.

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.
6555 N.W. 36TH ST. STE. 301
MIAMI, FL. 33166

PHONE (305) 871-0008

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TALLAHASSEE, FLORIDA

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

NORLAN PEREZ
8401 N.W. 8TH ST. APT. 308
MIAMI, FLORIDA 33126

ARTICLE VIINITIAL BOARD OF DIRECTOR

This corporation shall have (2) (two) directors initially, The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director on this corporation is

NORLAN PEREZ
8401 N.W. 8TH STREET APT. 308
MIAMI, FLORIDA 33126

RAUL VAZQUEZ
125 N.W. 122ND. AVENUE
MIAMI, FLORIDA 33182

ARTICLE VIIOFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

NORLAN PEREZ

PRESIDENT/DIRECTOR/
TREASURER

2000 SHARES

RAUL VAZQUEZ

VICE-PRESIDENT/SECRETARY/
DIRECTOR

ARTICLE VIII



INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

NORLAN PEREZ
8401 N.W. 8TH STREET APT. 308
MIAMI, FLORIDA 33126

RAUL VAZQUEZ
125 N.W. 122ND. AVENUE
MIAMI, FLORIDA 33182

The undersigned has (have) executed these Articles of Incorporation this
03RD Day of March, 1997


NORLAN PEREZ/INCORPORATOR
Signature/ Title
RAUL VAZQUEZ/INCORPORATOR
Signature/ Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: CHEER-PALACE, INC.
2. The name and address of the registered agent and office is:

NORLAN PEREZ
(NAME)

8401 N.W. 8TH STREET APT. 308
(ADDRESS)

MIAMI, FLORIDA 33126
(CITY/STATE/ZIP)

SIGNATURE 

TITLE _____

DATE March 03, 1997

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 APPOINTMENT AS REGISTERED AGENT AND AGREE 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.

SIGNATURE DATE March 03, 1997

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TALLAHASSEE, FLORIDA

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