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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Valladares Enterprise
Inc.

	C.C. FEE.	DISBURSE
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3-5-97		
TIME	10:00		CK No.
BY	DA		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connect

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Company is:

Valladares Enterprise, Inc.

2. The mailing address for the corporation shall be 232 Lido Drive, Punta Gorda, Florida 33950.

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.

6. The address of it's initial registered office is 201 South Biscayne Boulevard, Suite 1970, Miami, Florida 33131, and the name of its initial registered agent at said address is Eliot C. Abbott.

7. The number of directors constituting its initial board of directors is one (1) whose names and addresses are:

NAME

ADDRESS

Jeanette Rivero

232 Lido Drive
Punta Gorda, Florida 33950

8. The name and address of the Incorporator is:

NAME

ADDRESS

Eliot C. Abbott

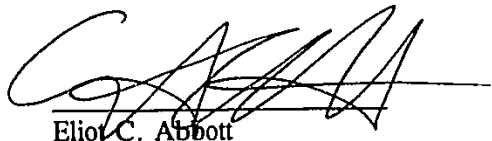
Kluger, Peretz, Kaplan & Berlin, P.A.
1970 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131-4302

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock

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FLORIDA

authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this ____ day of March, 1997.



Eliot C. Abbott

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Eliot C. Abbott, who is to me personally known to be the person described and who has produced _____ as identification and has subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State, this 4th day of March, 1997.


Print Name: LESLEY PORTUONDO
NOTARY PUBLIC
State of Florida

My Commission Expires:



LESLEY PORTUONDO
My Commission CC493294
Expires Oct. 03, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

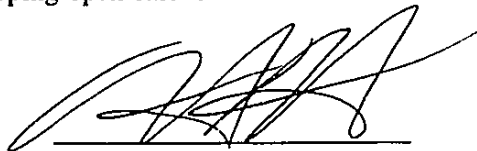
First--that Valladares Enterprise, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Eliot C. Abbott, Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4302

(Street address and number of building, post office box address not acceptable.)

City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Eliot C. Abbott

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