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LETTER OF TRANSMITTAL

March 7, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: MAINTENANCE U.S.A. CORP.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the costs of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Roxana H. Santos

ROXANA H. SANTOS
3101 S.W. 92 AVENUE
MIAMI, FL 33165

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 PM 12:05

cf 3/19/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 PM 12:05

ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MAINTENANCE U.S.A. CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The principal office, if known, or the mailing address of the corporation is:

Name Maintenance U. S.A. Corp.
Address 1460 E 4th Avenue
City Hialeah, Florida 33010

The name and street address of the Initial Registered Agent of this corporation is:

Name Roxana H. Santos
Address 3101 S.W. 92 Avenue
City Miami, Florida 33165

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have: two (4) 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 (1). The names and addresses of the Initial director(s) of the corporation are as follows:

NAME =====	ADDRESS =====
ROXANA H. SANTOS	3101 S.W. 92 AVENUE, MIAMI, FL 33165
AMADA FERNANDEZ-TORRES	12148 ST. ANDREWS PL, MIRAMAR, FL 33025
MICHELLE SANTOS	3101 S.W. 92 AVENUE, MIAMI, FL 33165
AMY ALFONSO	12148 ST. ANDREWS PL, MIRAMAR, FL 33025

ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators signing these Article of Incorporation are as follows:

Same names and addresses of above Article (ARTICLE VI)

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th day of March, 1997

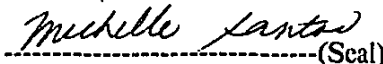
ROXANA H. SANTOS

 (Seal)

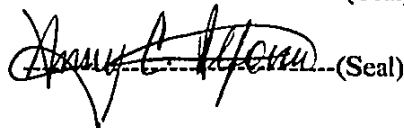
AMADA FERNANDEZ-TORRES

 (Seal)

MICHELLE SANTOS

 (Seal)

AMY ALFONSO

 (Seal)

STATE OF FLORIDA }

SS

COUNTY OF DADE }

before me a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

Signature

Form of Identification

Rolando H. Santos

Known personally

Aracela Fernandez Torres

Drivers License

Michelle Santos

Drivers License

Amor C. Hernandez

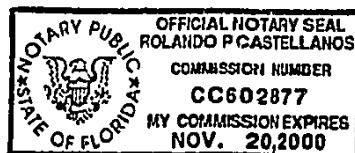
Drivers License

known to me and known to be the person(s) who executed the foregoing Article of Incorporation, who acknowledged before me that They executed these Articles of Incorporation, that I relied upon the forms of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 7th day of March, 1997.

Notary Signature: Rolando P. Castellanos

Rolando P. Castellanos



CERTIFICATE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 PM 12:05

**CERTIFICATE OF REGISTERED AGENT
OF**

Maintenance U.S.A. CORP.

Pursuant to Florida status Sections 48.091 and 607.0501. the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3101 S.W. 92 AVENUE
MIAMI, FLORIDA 33165

has named ROXANA H. SANTOS

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping said office.

Roxana H. Santos

Registered Agent