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LAW OFFICE
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FILED
97 APR -7 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: South Florida Realty and Investments, Inc.

Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of the Articles of Incorporation of the above mentioned corporation and a check in the amount of \$122.50. The check covers the filing fee, designation of registered agent and a certified copy.


Please return the filed articles and the certified copies to this office:

Tony Pornprinya
Law Offices of Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

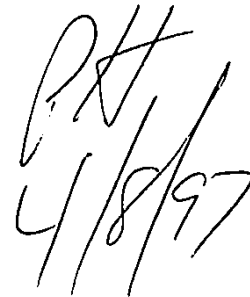
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If there are any questions please call Tony at 305-893-8989. Thank you.

Sincerely,


Tony Pornprinya

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ARTICLES OF INCORPORATION OF
SOUTH FLORIDA REALTY AND INVESTMENTS, INC.

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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be:

SOUTH FLORIDA REALTY AND INVESTMENTS, INC.
(the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

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

4014 Chase Avenue, Suite 218
Miami Beach, Florida 33141

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares of capital stock, \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

ARTICLE V
INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation are:

Tony Pornprinya
4014 Chase Avenue, Suite 218
Miami, Florida 33141

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VIII


The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person whom are to serve as the initial directors are:

Ruben Coto
4014 Chase Avenue, Suite 218
Miami, Florida 33141

ARTICLE IX - SPECIAL PROVISIONS

Its is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file a Subchapter S Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 1997.



Tony Pornprinya
Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

SOUTH FLORIDA REALTY AND INVESTMENTS, INC.

2. The name and address of the registered agent and office is:

Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

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.


Tony Pornprinya