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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ULTIMATE INVESTMENT CORPORATION

AUDIT NUMBER.....H97000006032

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OR
ULTIMATE INVESTMENT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

ULTIMATE INVESTMENT CORPORATION

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Peltz, P.A.
2450 S.W. 137th Avenue, Suite 216
Miami, Florida 33173
(305) 221-2110

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- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and
- B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

RICHARD A. ALAYON, ESQ.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles, and is:

217 North 15 Street
Immokalee, Florida 34142

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have two directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

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MIGUEL A. NIN
14347 S.W. 17th Street
Miami, Florida 33175

ARMANDO REY
14270 S.W. 97th Terrace
Miami, Florida 33186

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR


The name and address of the incorporator of the corporation is:

ARMANDO REY
14270 S.W. 97th Terrace
Miami, Florida 33186

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to 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, as the Incorporators, have executed the foregoing Articles of Incorporation this 9 day of April, 1997.


ARMANDO REY
Incorporator

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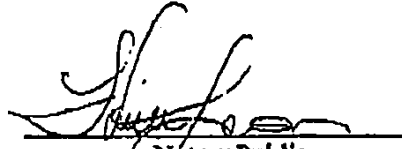
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared ARMANDO REY, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9th day of April, 1997.


Notary Public
State of Florida at Large

My Commission Expires:




Irma Helen Leon
My Commission CC678258
Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ULTIMATE INVESTMENT CORPORATION the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 9th day of April, 1997.


RICHARD A. ALAYON

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