

APR 27 1997
P9700033497

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

TO: Director of Division of Corporations

FROM: Ramses I. Capote

RE: CAPOTE ENTERPRISES, INC.

600002132756--8
-04/03/97--01083--019
****122.50 ****122.50

Dear Sir:

Enclosed please find the Articles of Incorporation
above mentioned with copy to be certified by the State.

Also enclosed you will find a money order in the amount
of \$122.50 for filing fee and certified returned copy
of said Articles.

I appreciate your prompt attention into this matter.

Sincerely,

Ramses I. Capote



W97-9852
4/14

FILED
97 APR 14 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

RAMSES I. CAPOTE
325 WEST 36TH STREET
HIALEAH, FL 33012

SUBJECT: CAPOTE ENTERPRISES, INC.
Ref. Number: W97000007852

We have received your document for CAPOTE ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00016992

-1-

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be.
Capote Enterprises, Inc.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXPERIENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capitalism which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

FILED
97 APR 14 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE FIVE

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: One Hundred (100) shares, having a per value of (\$5.00) Five dollars per share.

C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

D. Voting Rights: Each share of Common Stock shall entitled the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

E. Liquidation Rights: Holders of common stock are entitle, in the event of the liquidation or dissolution of this corporation, to receive their, pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SIX

NUMBER OF DIRECTORS

This corporation shall at all times have at least, one Director. The stock holder of this corporation may, from time to time, and at time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all time have a minimum of one Director.

ARTICLE SEVEN

AMENDMENT

This certificate of incorporation may be amended in any manner consistence with the laws of the State of Florida.

ARTICLE EIGHT

SPECIAL VOTING PROVISIONS

The occurrences numerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
Required percentage 51%
2. Sale, lease or exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation:
Required percentage: 51%
3. Merger or consolidation of this corporation into or with any other corporation:
Required percentage: 51%
4. Voluntary dissolution of this corporation:
Required percentage: 51%

ARTICLE NINE

STOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
Ramses I. Capote	325 West 36 ST Hialeah, Fl 33012	President/ Director	50%
Selene Del Carmen Capote	325 West 36 ST Hialeah, FL 33012	Secretary/ Treasury Director	50%

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and the registered office of this corporation shall be: Ramses I. Capote

1840 W 49 ST Suite 603-6
Hialeah, Fl 33012

SUBSCRIBER INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident competent to contract, executes this Certificate of Incorporation as its the subscribers and directors the undersigned individuals shall hold office as a director until his successors have qualified, following their election or opponent. The street address of such individual shall be the initial stress address in Florida of the principal office of this corporation. The corporation may change its principal office any time.

SUBSCRIBER/DIRECTOR: Ramses I. Capote

STREET ADDRESS/PRINCIPAL OFFICE: 1840 W 49 ST Suite 603-6
Hialeah, Fl 33012

MAILING ADDRESS/OFFICE: 325 W 36 St
Hialeah, Fl 33012

IN WITNESS WHEREOF, the undersigned subscriber does make, subscriber, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.



Ramses I. Capote



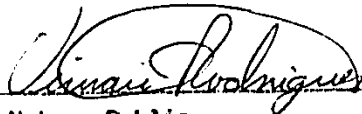
Selena Del Carmen Capote

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

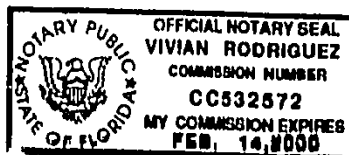
In witness whereof, I have hereunto affixed my hand and official seal at Hialeah, Dade County, Florida.

Date: April 10, 1997



Notary Public
State of Florida at Large

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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:

That CAPOTE ENTERPRISES, INC. desiring to organized under the laws of
the State of Florida with it's principal office, as indicated in the
Articela of Incorporation at the City of Bialeah, County of Dade. State
of Florida, has named:

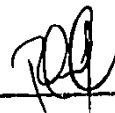
Ramses I. Capote

as its agent to accept service of process within this state.

Ramses I. Capote

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

By: _____



Resident Agent
Ramses I. Capote

FILED
97 APR 14 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA