

P97000039975

April 10, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: ISMA, INC

Dear Sir or Madam:

Enclosed please find money order in the amount of
\$78.75, in order to register above mentioned corporation, and original and two
copies of its articles.

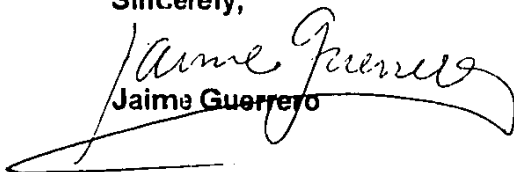
Please forward stamped copy to:

Jaime Guerrero
1978 W. 60th St
Hialeah, FL 33012

600002141596--7
-04/14/97--01018--011
*****78.75 *****78.75

Thanks for your attention to this matter.

Sincerely,


Jaime Guerrero

FILED
97 MAY -6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1097-8679
Contact P95-25389 Bm4115197



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1997

JAIME GUERRERO
1978 W. 60TH ST.
HIALEAH, FL 33012

SUBJECT: ISMA, INC.
Ref. Number: W97000008679

We have received your document for ISMA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

Letter Number: 997A00018909

April 10, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

ISMAVEN ENTERPRISES, INC.

Dear Sir or Madam:


Enclosed please find money order in the amount of \$78.75, in order to register above mentioned corporation, and original and two copies of its articles.

Please forward stamped copy to:

Jaime Guerrero
1978 W. 60th St
Hialeah, Fl 33012

Thanks for your attention to this matter.

Sincerely,


Jaime Guerrero

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

ISMAVEN ENTERPRISES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation shall be:

ISMAVEN ENTERPRISES, INC.

ARTICLE II

The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum shares of stock, with \$10.00 per value, that this Corporation is authorized to have outstanding at any time shall be 100 shares of common stock.

ARTICLE IV

The minimum amount of capital with which this Corporation shall commence business won't be less than One Thousand Dollars (\$1,000.00).

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

The address for the principal office of this Corporation shall be:

Office: 9601 SW 142nd Avenue No. 815
Miami, Fl 33186

Mail Address: 9601 SW 142nd Avenue No. 815
Miami, Fl 33186

ARTICLE VII

The number of Board Directors of the Corporation shall not be less than one person. The number may be increased or diminished from time to time by resolution of the stockholders. The names and post office addresses of the first Board of Directors, who subjected to the provisions of the Certificate of Incorporation, the By-Laws, and the acts of legislature, shall hold the office for the first year of the Corporation's existence or until their successors are elected and shall be duly qualified, are:

Jaime Guerrero
9601 SW 142nd Avenue No. 815
Miami, Fl 33186

President

Clara M. Guerrero
9601 SW 142nd Avenue No. 815
Miami, Fl 33186

Vice-President

Nordys Guerrero
9601 SW 142nd Avenue No. 815
Miami, Fl 33186

Administrative Secretary

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

JAIME GUERRERO
9601 SW 142nd Avenue No. 815
Miami, Fl 33186

CLARA M. GUERRERO
9601 SW 142nd Avenue No. 815
Miami, Fl 33186

NORDYS GUERRERO
9601 SW 142nd Avenue No. 815
Miami, Fl 33186

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any of the Directors of this Corporation is interested in, or is a Director or an officer of, or are Directors or Officers of such other Corporation.

The Corporation shall have the further right and power to from time to time, determine whether and to what extent, at what time

and places, and under which conditions and regulations the accounting books of the Corporation, other than the stock book, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right for inspection of any account book or document of this Corporation, except for the conferred by statute, unless authorized by resolutions of stockholders or Board of Directors. The Corporation, in its By-Laws confers powers foregoing and in addition to the powers authorized and expressly conferred by Statute. Both Stockholders and Directors shall have the power, if the By-Laws so provide to officers within or without the State of Florida, and to keep the books of this Corporation subject of the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

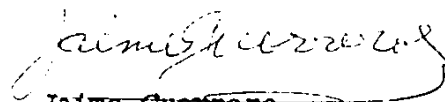
ARTICLE X


The Corporation shall have the power to purchase, or otherwise acquire directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets, or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about conducting and management of such business.

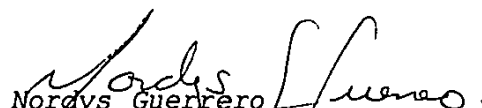
To enter into general partnership, limited partnership, (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 7th day
of April, 1997.


Jaime Guerrero
PRESIDENT


Clara M. Guerrero
VICE-PRESIDENT


Norays Guerrero
ADMINISTRATIVE SECRETARY

CERTIFICATE
DESIGNATING CHANGE
OF
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

FILED
97 MAY -6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ISMAVEN ENTERPRISES, INC.

Is qualified to do business under the law of the State of Florida, with its principal office at 9601 SW 142 Ave. # 815 Miami, Fl 33186, and has appointed Nordys Guerrero, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above state Corporation at the place designate in the 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.

REGISTERED AGENT - Nordys Guerrero
9601 SW 142 Ave. # 815
Miami, Fl 33186

