ARGUELLES & ASSOCIATES
Business Consultants
6754 SW 39th Terrace
Miami, FL 33155
(305) 666-4033

P97000040786

FILED
97 MAY -5 AM 11:00
TALLAHASSEE, FLORIDA

April 30, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Fl 32301

Dear Sir:

Enclosed please find original and one copy of FELANJUN, CORP., also form Corp 103 and a check in the amount of $122.50 for filing fees.

After approval, please return documents to the address shown above.

Sincerely yours

C.M. Arguelles
Carlos M. Arguelles

CMA/ra

19724433

ARTICLES OF INCORPORATION

OF

FELANJUN, CORP.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profits.

FILED
97 MAY -5 PM 1:00
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

FELANJUN, CORP.

Its business shall be carried on at Miami, Dade County, Florida, and at such other points or places in the State of Florida and in the United States and foreing countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at 12767 NW 102ND PL.HIALEAH GARDENS, Florida. 33016-6029

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I:

To engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

SECTION II:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and choses in action either as owner, broker, agent or factor.

SECTION III:

object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

SECTION IV:

This corporation shall have all the general powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares:	500
Par Value Per Share:	$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located in Miami, Dade County , Florida, and it may have such other places of business, both within and without the State of Florida and in foreing countries, as may be necessary or convenient.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified are:

Felix M. Valdes	12767 NW 102nd Place Hialeah Gardens, Fl 33016-6029
Antonia A. Valdes	12767 NW 102nd Place Hialeah Gardens, Fl 33016-6029

The offices to be held by the above-named Directors are as follows:

Felix M. Valdes	President/Secretary
Antonia A. Valdes	Treasurer

ARTICLE IX

ARTICLE X

The street address of the registered office of this corporation is 12767 NW 102nd Pl. Hialeah Gardens, Florida and the name of the registered agent of this corporation is Felix M. Valdes

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of April , 19 97

Felix Valdes

Felix M. Valdes
President/Secretary

Antonia A. Valdes

Antonia A. Valdes
Treasurer

STATE OF FLORIDA
SS:
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Felix M. Valdes and Antonia A. Valdes ------------------------- , to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation and they acknowledge, before me, chat they executed the same and subscribed to the same for the purposes therein expressed,

WITNESS my hand and official seal at Miami, Dade County , Florida, said State and County, this 30th day of April , 1997

Rosario Arguelles
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
ROSARIO ARGUELLES
COMMISSION NUMBER
CC619806
MY COMMISSION EXPIRES
FEB. 6,2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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:

First--that FELANJUN, CORP.

desiring to organize under the laws of the State of Florida with its registered principal office, as indicated in the articles of incorporation at City of MIAMI, County of DADE, State of FLORIDA has named FELIX M. VALDES located at 12767 NW 102ND PLACE City of HIALEAH GARDENS, County of DADE State of Florida, as its registered agent to accept service of process within this State.

FILED
97 MAR -5 AM 11:00
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

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

BY Felix Valdes

FELIX M. VALDES