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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CHISOS, INC.
AUDIT NUMBER.....H97000008536
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CERTIFICATE OF DOMESTICATION

Domestication of
CAMDEN INVESTMENTS N.V.
(a Curacao, Netherlands Antilles limited liability company)

Into
CHISOS, INC.
(a Florida corporation)

97 MAY 23 AM 9:57
DIVISION OF CORPORATIONS
STATE OF FLORIDA

The undersigned corporations, in accordance with Sections 607.1801, 607.0120, and 607.0202 of the Florida Business Corporation Act, hereby adopt and certify the following Certificate of Domestication:

1. Camden Investments N.V., a Curacao, Netherlands Antilles limited liability company, was incorporated on September 10, 1976 in Curacao, Netherlands Antilles.

2. Immediately prior to the filing of this Certificate of Domestication the name of the Curacao, Netherlands Antilles corporation is Camden Investments N.V.

3. The name of the Florida corporation as set forth in the Articles of Incorporation filed in accordance with Sections 607.0120 and 607.0202 is Chisos, Inc.

4. The jurisdiction that constituted the corporate seat of Camden Investments N.V. immediately prior to the filing of this Certificate of Domestication is Curacao, Netherlands Antilles.

The undersigned, CARLOS ROSADO, as Manager of Camden Investments N.V., and CARLOS ROSADO, as Vice President of Chisos, Inc., further certifies that he is authorized to sign this Certificate of Domestication on behalf of the aforementioned corporations.

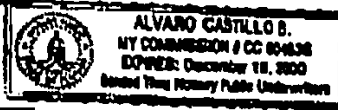
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BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, CARLOS ROSADO, personally appeared to me known to be the person described as the Vice President of CHISOS, INC., a Florida corporation, in the foregoing Certificate of Domestication, and he acknowledged before me that he executed said Certificate of Domestication.

WITNESS my hand and seal in said State and County, this 16 day of May, 1997.


NOTARY PUBLIC



DATE COMMISSION EXPIRES

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ARTICLES OF INCORPORATION
OF
CHISOS, INC.

97 MAY 23 AM 9:57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:

CHISOS, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

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

ARTICLE III.
CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each Share of Stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Robert J. Downing
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

Alvaro Castillo, Esq. (FBN. 611761)
1390 Brickell Ave. # 200
Miami, Fl. 33131 (305) 371.5540

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ARTICLE VI.
INITIAL DIRECTORS

The name and post office address of the initial Director of the Corporation are:

Name	Address
RAUL ABRAHAM MAFUD	c/o 1390 Brickell Avenue Suite 200 Miami, Florida 33131
JOSE ANTONIO ABRAHAM XACUR	c/o 1390 Brickell Avenue Suite 200 Miami, Florida 33131

ARTICLE VII
INITIAL OFFICERS

The initial officers shall be elected at the first Board of Directors meeting.

ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Robert J. Downing	1390 Brickell Avenue Suite 200 Miami, Florida 33131

ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

1390 Brickell Avenue
Suite 200
Miami, Florida 33131

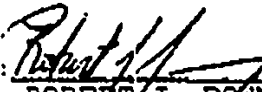
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ARTICLE X.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 
ROBERT J. DOWNING,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, ROBERT J. DOWNING, personally appeared to me known to be the person described as the incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 15th day of May, 1997.



NOTARY PUBLIC

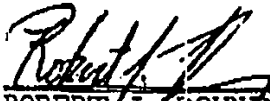


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ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



ROBERT J. DOWNING
ROBERT J. DOWNING, P.A.
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 AM 9:57

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