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Elvin Martinez
2508 Tampa Bay Blvd.
Tampa, FLA 33607

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FILED
97 MAY 30 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE	5/30/97
TO	POOR
FROM	POOR
AMOUNT	POOR
REMARKS	POOR
W.P. V. 100	POOR

C. TAX
70.00
52.50
122.50

ARTICLES OF INCORPORATION
OF
GUAVA INDUSTRIES, INC.

97 MAY 30 PM 12:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, natural person, competent to contract, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is:

GUAVA INDUSTRIES, INC.

ARTICLE II
NATURE OF BUSINESS

The Corporation is authorized to engage in conducting all kind of lawful business and any other transactions permitted under the laws of the United States and the State of Florida.

The Corporation shall have as many branches as may be deemed necessary.

ARTICLE III

CAPITAL STOCK

The Corporation shall be authorized to issue shares of common stock.

The maximum number of shares of common stock that the Corporation is authorized to have outstanding at any time is (100) shares, of no par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of the Corporation at any regular or special meeting.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is not less than five hundred (\$500.00) Dollars.

ARTICLE V
TAX OPTIONS

A. The Corporation, and the parties hereto, may take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code and the regulation issued thereunder.

B. The Corporation, and the parties hereto, are authorized to execute such documents as is necessary to qualify the corporation as a small business corporation under SUB CHAPTER S of the Internal Revenue Code Section 1372.

ARTICLE VI
TERM OF EXISTENCE

The Corporation shall have perpetual existence which shall commence at the time of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE VII
ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation is: 2904 Douglas Street, Tampa, FL 33607.

The Board of Directors may, from time to time, designate such other address and place for the principal office of the Corporation as it may deem fit.

ARTICLE VIII
MANAGEMENT

The number of directors of this Corporation shall be no less than one.

The number of directors may be increased, or decreased from time to time, by the By-Laws adopted by the stockholders but shall never be less than one. Directors need not be stockholders.

ARTICLE IX
BOARD OF DIRECTORS

There shall be one Directors as the first Board of Directors. The name of the members of the first Board of Directors who shall serve until the first annual meeting, or until a successor shall have been elected and qualified are:

NAME:	ADDRESS:	OFFICE:
STEVE R. LESTER, JR.	2904 Douglas Street Tampa, FL 33607	PRESIDENT

ARTICLE X
INCORPORATORS

The name and address of the Incorporator of the Corporation is:

NAMES:	ADDRESS:
STEVE R. LESTER, JR.	2904 Douglas Street Tampa, FL 33607

ARTICLE XI
REGISTERED AGENT

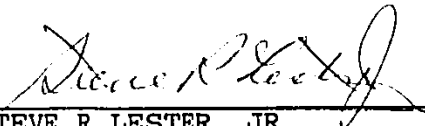
The Registered Agent and initial Registered Office upon whom process may be served is:

STEVE R. LESTER, JR.
2904 Douglas Street
Tampa, FL 33607

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be proposed by the stockholders and approved at the stockholder's meeting by majority vote of those stockholders entitled to vote thereon unless all stockholders sign a written statement manifesting their intention regarding a certain amendment to these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledge and file the foregoing Articles of Incorporation
under the laws of the State of Florida, this 29th, day of May,
1997.

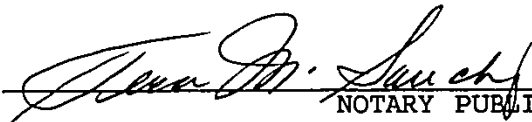


STEVE R. LESTER, JR. (SEAL)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this
29th day of May, 1997, by STEVE R. LESTER, JR., who is personally
known to me.



NOTARY PUBLIC

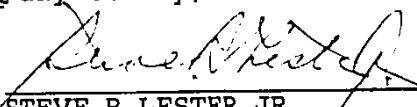


TERESA M. SANCHEZ
MY COMMISSION # CC309690 EXPIRES
August 17, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGEMENT AND ACCEPTANCE OF RESIDENT AGENT

The undersigned, STEVE R. LESTER, JR., 2904 Douglas Street, Tampa, Florida 33607, having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, hereby agree and accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 29th day of May, 1997.



STEVE R. LESTER, JR.
2904 Douglas Street
Tampa, FL 33607

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