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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: FLORENCE GROUP, INC.

AUDIT NUMBER.....H97000009167

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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CERTIFICATE OF INCORPORATION

OF

FLORENCE GROUP, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated 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, liability, rights privileges, and immunities of corporation.

ARTICLE I

The name of this corporation shall be:

FLORENCE GROUP, INC.

ARTICLE II

The corporation shall carry on any and all of the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

To purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitable or proper thing for the accomplishment of any of the above purposes.

Prepared by David Iverson, Esq.
Florida Bar 405190
4699 S.W. 72nd Ave.
Miami, FL 33155
305-669-1355

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ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be **ONE THOUSAND (\$ 1,000) SHARES AT TEN THOUSAND (\$10.000) DOLLARS PAR VALUE.**

ARTICLE IV

The amount of capital with which business shall begin is **TEN THOUSAND DOLLARS (\$10,00.000).**

ARTICLE V

The existence of the corporation shall be perpetual.

ARTICLE VI

The principal place of business of the corporation shall be:

4699 SW 72 Ave
Miami, Fl 33134

ARTICLE VII

The number of Directors can be one and no more than seven (7), and the number to be elected for the first year and until changed by vote of the stockholders at any annual meeting shall be on (1) Director.

ARTICLE VIII

The names and addresses of the Directors and officers who shall serve until their

successors are elected are:

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MIGUEL MARTIN LOZADA, President and sole Director, 4699 SW 72 Ave, Miami, Florida, 33155.

MARIA NERI MARTIN DE MARTIN, Vice-President, 4699 SW 72 Ave, Miami, Florida, 33155.

DAVID IVERSON, Secretary, 4699 SW 72 Ave, Miami, Florida 33155.

ARTICLE VIII(a)

The street address of the initial registered agent office of this corporation is 4699 SW 72 Avenue, Miami, Florida 33155, and the name of the initial registered agent of this corporation at that address is **DAVID IVERSON**.

ARTICLE IX

The Directors shall have the power to issue stock in payment for property, or labor, or services after and provided the value of such property, labor or services shall have been determined by resolution of the stockholders.

The Directors shall have power to authorize and cause to be executed mortgage and franchises of this corporation and to borrow money thereon without limit as to amount, provided such action shall have first been authorized by the holders of a majority of the stock entitled to vote.

No Director shall be disqualified by his office from contraction with the company, either as vendor, purchaser or otherwise, nor shall any such contract, nor any contract or arrangement entered into by or on behalf of the company in which any Director shall be in any way interested, be voided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realized in any such contract or arrangement by reason of such Director holding the office or by the fiduciary relationship thereby established; but the nature of the

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Director's interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if his interest is then existing, or in any other case, at the first meeting of Directors after the acquisition of this interest.

Stockholders shall have the power to elect at any annual or special meeting a new Board of Directors, and the newly elected Directors shall replace the former Directors when directed by resolution of the stockholders.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right to inspect any account, or book, or document of this corporation except as conferred by laws or by the By-Laws, or by resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents, and papers for the corporation outside the State of Florida, and at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the laws of the State of Florida.

This corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

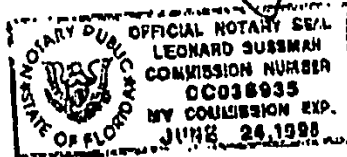
IN WITNESS WHERE OF, the undersigned has this 2 day of June, 1997
made and subscribed this Certificate of Incorporation for the purpose of forming a corporation
pursuant to an Act of Legislature of the State of Florida.

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SWORN TO AND SUBSCRIBED before me this 9 day of June 1997 by
DAVID IVERSON personally known to me and who did take an oath.


Notary Public - Signature



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

Pursuant to chapter 48.091, Florida Statutes, the following is submitted, in compliance
with this Act:

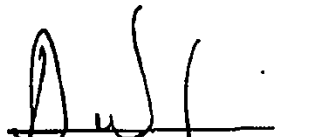
First- That FLORENCE GROUP, INC. organized under the laws of the State of Florida
with its principal office, as directed in the Articles of Incorporation at Miami, County of Dade,
State of Florida, has named David Iverson, located at:

4699 SW 72 Ave
Miami, Fl 33155

City of Miami, County of Dade, State of Florida as its agent to accept service of process
with this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state 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.


Registered Agent

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

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