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PLEASE REPLY TO MIAMI OFFICE

KEY WEST OFFICE:
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KEY WEST, FL 33040
TELEPHONE: (305) 296-3999
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May 28, 1997

Secretary of State
Division of Corporations
J. Edwin Larson Building
The Capital
Tallahassee, Florida 32304

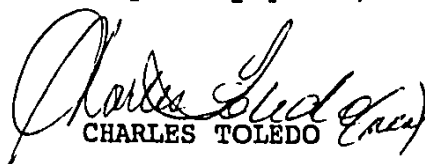
RE: ICECO DEVELOPMENT, INC.

Dear Sir/Madam:

Enclosed herewith find "Articles of Incorporation of ICECO DEVELOPMENT, Inc.". Please file same and forward to the undersigned the appropriate Certificate of Incorporation. A check in the amount of \$122.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.
Thank you.

Very truly yours,


CHARLES TOLEDO

:mkw
Encl.

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FILED
JUN - 6 AM 11:59
TALLAHASSEE, FLORIDA

PH
6/9/97

ARTICLES OF INCORPORATION

OF

ICECO DEVELOPMENT, INC.

FILED

97 JUN -6 AM 11:59

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

ICECO DEVELOPMENT, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. That this corporation intends to engage in any activity or business permitted under the laws of the United and the State of Florida, for example, travel and convention services; except it is not to conduct a bank, safe deposit, trust insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business

necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time One Hundred (100) shares of common stock at no (00/100) par value.

The 100 shares of stock of this corporation shall divided equally, to wit, 33 1/3 shares each to the following individuals:

Christopher Martinez de ^{CASTRO} ~~Castor~~ - 33 1/3%

Ileana Martinez de ^{CASTRO} ~~Castor~~ - 33 1/3%

Maria E. Asion - 33 1/3%

ARTICLE IV

The initial registered agent and the street address of the initial registered officer of this corporation is: ILEANA MARTINEZ DE ~~CASTOR~~, 10390 S.W. 137th Court, Miami, Florida 33186.
^{CASTRO}

ARTICLE V

This corporation is to exist perpetually, unless otherwise dissolved accordingly to law.

ARTICLE VI

The name and address of the Directors, Officers and Subscribers of this corporation are:

President/Director:

CHRISTOPHER MARTINEZ DE ~~CASTRO~~ ^{CASTRO}
10390 S.W. 137th Court
Miami, Florida 33186

Vice President:

ILEANA MARTINEZ DE ~~CASTRO~~ ^{CASTRO}
10390 S.W. 137th Court
Miami, Florida 33186

Secretary:

MARIA E. ASION
10390 S.W. 137th Court
Miami, Florida 33186

Principal offices are located at: 10390 S.W. 137th Court, Miami, Florida 33186.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the directors, proposed by the stockholders and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon.

THE UNDERSIGNED hereby declares and certifies that the facts herein are true and accordingly, this 28th day of May, 1997.

Christopher Martinez de Castor
CHRISTOPHER MARTINEZ DE CASTOR, President/Director
CASTRO

STATE OF FLORIDA)
COUNTY OF Dade)

The foregoing instrument was acknowledged before me this
2 day of June, 1997 as to CHRISTOPHER
MARTINEZ DE CASTOR, to me personally known or who produced _____
P.R. as identification and he did/did not take an oath.

My commission expires:

Judith M. Diaz
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
JUDITH M. DIAZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC321891
MY COMMISSION EXP. OCT. 7, 1997

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

97 JUN -6 AM 11:50

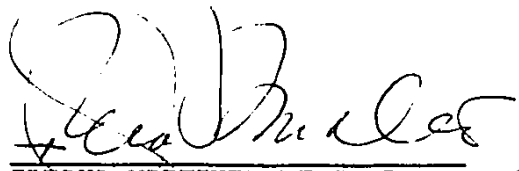
JUDICIAL STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that ICECO DEVELOPMENT, INC., desiring to organize or qualify under the laws of the City of Miami, State of Florida, has named ILEANA MARTINEZ DE ^{CASTRO} ~~CASTOR~~, whose address is 10390 S.W. 137th Court, Miami, Florida 33186, as it's agent to accept service of process within Florida.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at place designated to this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ILEANA MARTINEZ DE ~~CASTOR~~ CASTRO
10390 S.W. 137th Court
Miami, FL 33186