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F CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VANESSA VERTICALS INC.

AUDIT NUMBER.....H97000009458

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

CERT. OF STATUS..0

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97 JUN -9 PM 4:00
TALLAHASSEE
FLORIDA

JUN 10 1997

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ARTICLES OF INCORPORATION
OF
Vanessa Verticals Inc.

The undersigned does hereby subscribe to, acknowledge and file the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

FILED
91 JUN -9 9 AM 4:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

Vanessa Verticals, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR(S)

The name and address of the initial incorporator(s) and subscriber hereto is as follows:

Mr. Camilo Carrillo
15120 SW 168th Street
Miami, Florida 33187

Mrs. Liada Carrillo
15120 SW 168th Street
Miami, Florida 33187

Prepared By: Samuel S. Rogatinsky, P.A.

7700 NW 37th Avenue
Miami, Florida 33147
Tel: (305) 691-2800

(Florida Bar Number: 0021490)

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the board of directors of the corporation. The names and addresses of the parties who are to serve as director(s) until the next election are as follows:

Camilo Carrillo - Director
15120 SW 168th Street
Miami, Florida 33187

Lieda Carrillo - Director
15120 SW 168th Street
Miami, Florida 33187

Brandon Altman Carrillo - Director
15120 SW 168th Street
Miami, Florida 33187

Vanessa Carrillo - Director
15120 SW 168th Street
Miami, Florida 33187

Jacqueline Carrillo - Director
15120 SW 168th Street
Miami, Florida 33187

The board of directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President, and such other offices as the board of directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Camilo Carrillo - President
15120 SW 168th Street
Miami, Florida 33187

Lieda Carrillo - Vice President
15120 SW 168th Street
Miami, Florida 33187

Lieda Carrillo - Treasurer
15120 SW 168th Street

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Miami, Florida 33187

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is:

15120 SW 168th Street
Miami, Florida 33187


ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

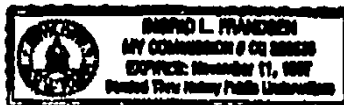
The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Samuel S. Rogatinsky, Esq.
7700 NW 37th Avenue
Miami, Florida 33147

Prepared By: Samuel S. Rogatinsky, P.A.
7700 NW 37th Avenue
Miami, Florida 33147
Tel: (305) 691-2800
(Florida Bar Number: 0021490)

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 31st day of May, 1997.


Lida Carrillo



STATE OF FLORIDA

SS:

COUNTY OF Dade

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Lida Carrillo, known by me to be the person(s) who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of May, 1996.

Richard T. Mendenhall
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

FILED
97 JUN -9 PM 4:00
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

Samuel S. Rogatinsky

DATED: May 11 1997

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