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Armando Barreiro, Sr.
5801 Bird Road Suite A
Miami, Florida 33155
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Fax: (305)668-3041

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Cu-Avana, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation for Cu-Avana, Inc. Please return a certified copy of each to our office. Enclosed is a check in amount of \$122.50 to cover the fees.

Very truly yours,

Armando Barreiro Sr.
Armando Barreiro, Sr.

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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cc 6/19/97

**ARTICLES OF INCORPORATION
OF
CU-AVANA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 18 AM 10:25

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is CU-AVANA, INC.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 5801 Bird Road, Suite A, Miami, FL 33155. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than two: (2) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 2. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Luis J. Cuello
3651 S.W. 132 Avenue
Miami, Florida 33175

Director

Armando Barreiro, Sr.
8027 S.W. 4th Street
Miami, Florida 33155

Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any

duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors, of this corporation against any contingency or peril as may be determined to be in best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Armando Barreiro, Sr. 5801 Bird Road Suite A Miami, FL 33155

ARTICLE XII CONTRACTS


No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.


ARTICLE XIII RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Armando Barreiro, Sr.
5801 Bird Road Suite A
Miami, FL 33155

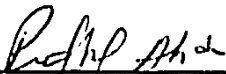
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on June 17, 1997.


Luis J. Cuéllaro

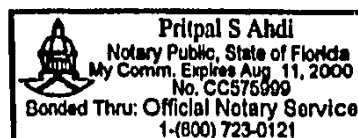

Armando Barreiro, Sr.

Subscribed and Sworn on June 17, 1997

Before me:



PRITPAL AHDI, Notary Public
My Commission Expires Aug 11, 2000



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 18 AM 10:26

Having been named to accept service of process for CU-AVANA, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Armando Barreiro Sr.

Armando Barreiro, Sr.
5801 Bird Road Suite A
Miami, Florida 33155
TEL: (305)668-3100

Subscribed and Sworn before me

On June 17, 1997:

Pritpal S. Ahdi

My Commission Expires Aug 11, 2000

