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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: E.S.P.O. CORP.

AUDIT NUMBER.....H97000010116

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

CERT. OF STATUS..1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 JUN 19 AM 8 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 6-20-97

ARTICLES OF INCORPORATION

H97000010116

of
E.S.P.O. Corp,
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

E.S.P.O. Corp.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	E.S.P.O. Corp.		
ADDRESS	2550 NW 72nd Ave Suite 311		
CITY	Miami	FLORIDA	ZIP 33122

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Fabian D. Niebles		
ADDRESS	150 E 1st Ave apt 205		
CITY	Miami	FLORIDA	ZIP 33010

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Fabian D. Niebles		
ADDRESS	150 E 1st Ave Apt 205		
CITY	Miami	STATE FL	ZIP 33010
NAME			
ADDRESS			
CITY	Prepared by: Wilfredo Fleites	STATE	ZIP
NAME	114 Madeira Avenue		
ADDRESS	Coral Gables, FL 33134		
ADDRESS	(305) 446-7779 H97000010116		
CITY	STATE ZIP		

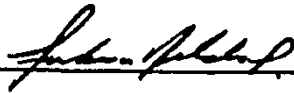
ARTICLE VII - INCORPORATORS

H97000010116

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Fabian D. Niebles		
ADDRESS	150 E 1st Ave		
CITY	Miami	STATE	FL ZIP 33010
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 19 day of June, 19 97.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)


STATE OF FLORIDA)
 COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

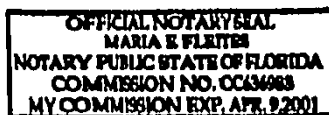
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 19th day of June, 1997.

(Notary Seal)



 (Notary Public, State of Florida at Large)

My Commission expires:



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ARTICLE VIII - AMENDMENT.

This certificate of incorporation may be amended in any manner with the laws of the State of Florida.

ARTICLE IX - OFFICERS

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be : Fabian D. Niebles: President Secretary Treasurer

ARTICLE X

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XI - ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of provided by law.

ARTICLE XII - PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share at the price at which it is offered to others.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

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CERTIFICATE OF REGISTERED AGENT

OF

E.S.P.O. Corp.

(name of corporation)

FILED
97 JUN 19 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2550 NW 72 nd Ave Suite 311
Miami FL 33122

has named Fabian D. Nieves

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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