

JUAN LUCIO & COMPANY

8204 NW 70TH ST - MIAMI, FL 33166
(305) 592-9138 - FAX (305) 592-5222

ACCOUNTANTS
TAX CONSULTANTS

June 13, 1997

PA70000061280

SECRETARY OF STATE
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

100002236961--4
-07/14/97-01039-003
***131.25 ***131.25

RE: CARMENATE ENTERPRISES, INC.

Gentlemen:

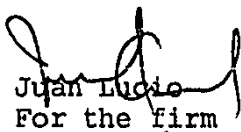
Enclosed please find original Articles of Incorporation of CARMENATE ENTERPRISES, INC. to be processed, along with a check for \$ 131.25 which include the filing fees, certificate under seal and registered agent designation.

As of today, the name was available according to your office. In the event there is a problem, please feel free to contact the undersigned.

Since time is of the essence, we would appreciate your processing the foregoing application at your earliest convenience.

Your cooperation will be appreciated.

Sincerely yours,
JUAN LUCIO & COMPANY


Juan Lucio
For the firm

JL:11
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 12:33

6/16/97

ARTICLES OF INCORPORATION
OF

CARMENATE ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 12:33

ARTICLE I - NAME

The name of this corporation is: CARMENATE ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of ONE AND NO⁸ DOLLARS (\$ 1.00) par value common stock, which shall be designated "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the initial registered office is 19744 NW 59 Ave, Miami, Fl, 33015 and that of the principal office of this corporation is, 19744 NW 59 Ave, Miami, Fl 33015 and the initial registered agent of this corporation at that address is CARLOS HERNANDEZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

CARLOS HERNANDEZ

19744 NW 59th Ave
Miami, Fl 33015

CLARA HERNANDEZ

19744 NW 59th Ave
Miami, Fl 33015

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

CARLOS HERNANDEZ

19744 NW 59th Ave
Miami, Fl 33015

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - RIGHT OF SHAREHOLDERS TO DISSENT

The approval of the shareholders of this corporation shall have the right to dissent from any corporate action from which shareholders are entitled to dissent under the Florida General Corporation Act.

ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of directors may participate in meeting of the Board of Directors by mean of conference telephone as provided by law.


ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE XIII

The shares of this corporation may be issued pursuant to the provision of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 30 th day of June, 1997.



CARLOS HERNANDEZ, INCORPORATOR

STATE OF FLORIDA

OF

COUNTY OF DADE

:

:


SS

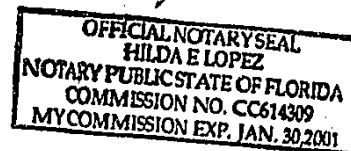
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BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **CARLOS HERNANDEZ**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of July, 1997.

Notary Public Seal


Notary Public, State of
Florida at Large



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 14 PM 12:33

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **CARMENATE ENTERPRISES, INC..** Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named **CARLOS HERNANDEZ** located at 19744 NW 59th Ave, City of Miami, County of Dade, State of Florida as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

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

by 

CARLOS HERNANDEZ