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8/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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FAX #: (305)716-0346

NAME: J & C ACCOUNTING SERVICES, INC.
AUDIT NUMBER.....H97000014113
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 AUG 26 AM 7:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF

J & C ACCOUNTING SERVICES, INC.

THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: J & C ACCOUNTING SERVICES, INC.
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF FLORIDA AND ALL THE UNITED STATES: 6555 SW 36th STREET, SUITE 104
MIAMI, FL 33166

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE HUNDRED SIXTY SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

Prepared by: Luis Frias
11860 SW 18 Terrace # 100
Miami, FL 33175
(305)876-9996

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

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ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(ES) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

JOSE R GUTIERREZ -PRESIDENT
CONNIE GUTIERREZ -VICE-PRESIDENT
LUIS FRIAS -VICE-PRESIDENT

6555 NW 36th STREET, SUITE 104
MIAMI, FL 33166

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS (E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

JOSE R GUTIERREZ -PRESIDENT
CONNIE GUTIERREZ -VICE-PRESIDENT
18125 SW 138 COURT
MIAMI, FL 33177

LUIS FRIAS -VICE-PRESIDENT
11860 SW 18 TERRACE # 100
MIAMI, FL 33175

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 22 th OF AUGUST, 1997.


JOSE R GUTIERREZ
PRESIDENT


LUIS FRIAS
VICE-PRESIDENT


CONNIE GUTIERREZ
VICE-PRESIDENT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

J & C ACCOUNTING SERVICES, INC.

2. The name and address of the registered agent and office is:

Luis Frias, 6555 NW 36 STREET, SUITE 104

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33166

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Luis Frias

TITLE

PRESIDENT

DATE

AUGUST 22/1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Luis Frias

DATE

AUGUST 22/1997