

P97000076/80

Charter Number Only

9/2/97 ANNE.

Requestor's Name
Teschler, Chaves Rubin
Address
9100 S. Dadeland Blvd. Ph-1
MIAMI FL 33156
City State ZIP Phone

670.0444 D.

EFFECTIVE DATE
5.4.97

VALIDATION ONLY

FILED
97 SEP -3 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002283662--9
--09/03/97--01004--025
****122.50 ****122.50

CORPORATION(S) NAME

Andalusia Holdings, Inc.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified copy

ARTICLES OF INCORPORATION

OF

ANDALUSIA HOLDINGS, INC.

INVESTIVE BANK
9-4-97

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

ANDALUSIA HOLDINGS, INC.

ARTICLE II

Existence

The corporation's existence shall commence on September 4, 1997.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 5,000,000 shares of common stock, with a par value of \$0.0001 per share.

FILED
91 SEP - 3 PM 2: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Address

The address of the principal office of the corporation is 7780 S.W. 117th Avenue, Suite 201, Miami, Florida 33183 and its mailing address is 7780 S.W. 117th Avenue, Suite 201, Miami, Florida 33183.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156. The name of the initial registered agent at such office is CHARLES D. RUBIN.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is CHARLES D. RUBIN, Tescher Chaves Rubin Forman & Muller, P.A., 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 2, 1997.



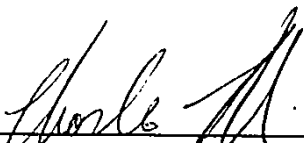
CHARLES D. RUBIN

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.



CHARLES D. RUBIN

FILED
97 SEP -3 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA