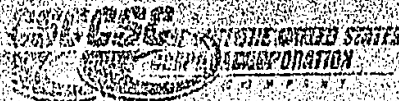


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ACCOUNT NO. : 072100000032

REFERENCE : 526561 7110815

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 122.50

ORDER DATE : September 11, 1997

ORDER TIME : 1:39 PM

ORDER NO. : 526561-005

CUSTOMER NO: 7110815

200002291262--8

CUSTOMER: Mr. Robert A. Adams
ADAMS GALLINAR IGLESIAS &
PALENZUELA, P.A.
Suite 2150
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: WEALTH INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 SEP 11 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 11 PM 4:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SN SEP 12 1997

ARTICLES OF INCORPORATION

OF

WEALTH INCORPORATED

FILED

97 SEP 11 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **WEALTH INCORPORATED**, and its address is 15112 S.W. 45th Lane, Miami, Florida 33185.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 2150, Miami, Florida 33131, and the name of its initial registered agent at such address is: Adams, Gallinar & Iglesias, P.A.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Rene Espinosa

15112 S.W. 45th Lane
Miami, Florida 33185

Sandra S. Espinosa

15112 S.W. 45th Lane
Miami, Florida 33185

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

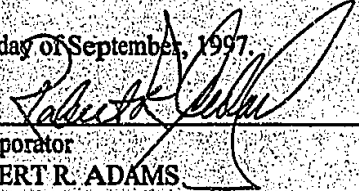
Robert R. Adams, Esq.
701 Brickell Avenue, Suite 2150
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 9th day of September, 1997


Incorporator
ROBERT R. ADAMS

STATE OF FLORIDA)

)ss:

COUNTY OF DADE)

BEFORE ME, personally appeared Robert R. Adams, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 9th day of September, 1997.


NOTARY PUBLIC

My Commission Expires



ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Adams, Gallinar & Iglesias, P.A.

By: 

Name: ROBERT R. ADAMS

Title: PRESIDENT

RRA0279.WPD

FILED
97 SEP 11 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA