

P 97 0000091142

October 20, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: Articles of Incorporation

To Whom It May Concern:

Please find enclosed Articles of Incorporation to be filed with the State of Florida. I have enclosed one copy along with a check for \$122.50.

Please send the corporation kit as soon as possible.

Thank you for your prompt attention on this matter.


Rosy C. Quintero

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****122.50 ****122.50

ARMANDO F. ARANGO
16935 N.W. 51st PLACE
MIAMI, FLORIDA 33055

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/23/97 - 747

ARTICLES OF INCORPORATION
OF
ATLANTES INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ATLANTES INTERNATIONAL, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<i>Number of Shares Authorized</i>	<i>Par Value Per Share</i>	<i>Class of Stock</i>
<i>1,000</i>	<i>\$1.00</i>	<i>Common</i>

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

**16935 N.W. 51st Place
Miami, Florida 33055**

and the name and address of the initial registered agent of this corporation is:

<i>Name</i>	<i>Address</i>
Armando F. Arango	16935 N.W. 51st Place Miami, Florida 33055

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

**ARTICLE VII - INITIAL
BOARD OF DIRECTORS**

This corporation shall have one director 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. The names and addresses of the initial directors of this corporation are:

<i>Name</i>	<i>Address</i>
Armando F. Arango	16935 N.W. 51st Place Miami, Florida 33055

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<i>Name</i>	<i>Address</i>
Armando F. Arango	16935 N.W. 51st Place Miami, Florida 33055

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

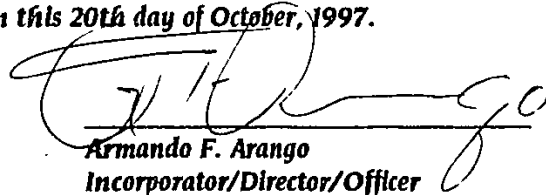
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

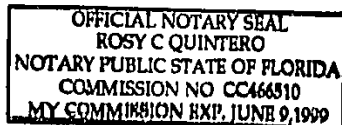
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of October, 1997.


Armando F. Arango
Incorporator/Director/Officer

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Armando F. Arango who is known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day October, 1997.




Rosy C. Quintero
Notary Public, State of Florida

Notary Seal:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

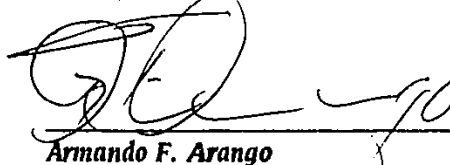
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is:

ATLANTES INTERNATIONAL, INC.

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

Armando F. Arango
16935 N.W. 51st Place
Miami, Florida 33055


Armando F. Arango

Title: Incorporator/Officer/Director

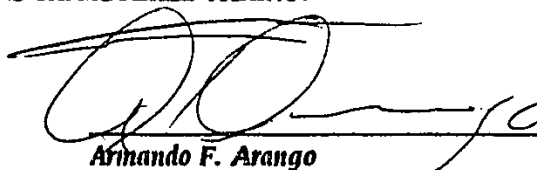
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Armando F. Arango

Date: 10-20-97