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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: ALLSTATES TRANSFER, INC.

AUDIT NUMBER.....H97000018001

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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OCT 29 1997

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ARTICLES OF INCORPORATION

of

ALLSTATES TRANSFER, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ALLSTATES TRANSFER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 2,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	1950 N.W. 110 AVENUE		
CITY	MAIMI	FLORIDA	ZIP 33172

Mailing address, if different

STREET ADDRESS	7105 WEST 15 AVENUE		
CITY	HIALEAH	FLORIDA	ZIP 33014

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	CARLOS MARTINEZ		
ADDRESS	7098 S.W. 22 STREET		
CITY	MIAMI	FLORIDA	ZIP 33144

Prepared By: Alejandro VEGA, Accountant

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TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ~~XXXXXX~~ THREE (3) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:


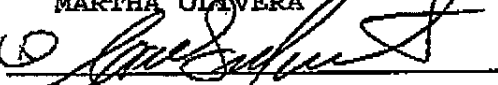

NAME	MARTHA OLIVERA		
ADDRESS	7085 WEST 15 AVENUE		
CITY	HIALEAH	STATE	FLORIDA ZIP 33014
NAME	CARLOS MARTINEZ		
ADDRESS	7098 S.W. 22 STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33144
NAME	PEDRO RIVERA		
ADDRESS	2342 S.W. 15 STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33145

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MARTHA OLIVERA		
ADDRESS	7085 WEST 15 AVENUE		
CITY	HIALEAH	STATE	FLORIDA ZIP 33014
NAME	CARLOS MARTINEZ		
ADDRESS	7098 S.W. 22 STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33144
NAME	PEDRO RIVERA		
ADDRESS	2342 S.W. 15 STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33145

The undersigned incorporator(s) have executed these Articles of Incorporation this 28th. day of OCTOBER 28, 19 97

 (Signature)
 MARTHA OLIVERA
 (Signature)
 CARLOS MARTINEZ
 (Signature)
 PEDRO RIVERA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

ALLSTATES TRANSFER, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1950 N.W. 110 AVENUE

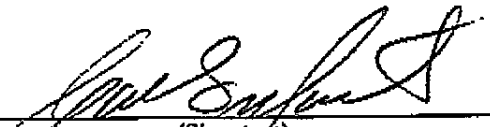
MIAMI, FLA 33172

has named CARLOS MARTINEZ

located at the aforesaid address, as its registered agent to accept service of process within this state.

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TALLAHASSEE, FLORIDA

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.

① 
(Signature)
CARLOS MARTINEZ

OCTOBER 28, 1997

(Date)

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