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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: 37TH AVENUE INVESTMENT, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
37TH AVENUE INVESTMENT, INC.

ARTICLE I. NAME

The name of this corporation shall be 37th Avenue INVESTMENT, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

This Instrument Prepared By:
Antonio J. Soto, III, Esq
Attorney at Law
8500 West Flagler Street
Suite A-105
Miami, Florida 33144-2037
Telephone No. (305) 227-2700
Facsimile No. (305) 220-8304
Florida Bar No. 302163

Articles Of Incorporation Of 37th Avenue Investment, Inc.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this

Articles of Incorporation Of 37th Avenue Investment, Inc.

provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Wilfredo Torres, 9840 S.W. 155th Avenue,
Miami, Fl 33196.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:
275 S.W. 37th Avenue, Miami, Fl.

The name of the individual who shall serve as this

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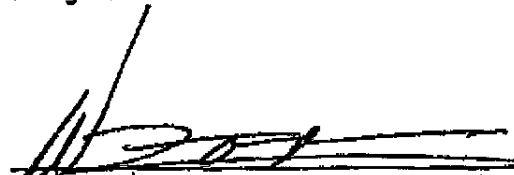
corporation's initial registered agent at that address is: Wifredo Torres.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Wifredo Torres, 275 S.W. 37th Avenue, Miami, Fl.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Wifredo Torres - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of 37th Avenue Investments, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for 37th Avenue Investment, Inc.


Wifredo Torres - Registered Agent

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TALLAHASSEE, FLORIDA

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H97000018238

State Of Florida

County Of Dade

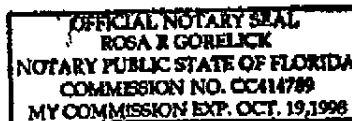
On Oct. 30 1997, Wifredo Torres, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of 37th Avenue, Inc.

Rosa R. Gorelick
Notary Public

Rosa R. Gorelick
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



OFFICIAL NOTARY SEAL
ROSA R GORELICK
NOTARY PUBLIC STATE
OF FLORIDA
COMMISSION NO. CC414789
MY COMMISSION EXP. OCT. 19, 1998

Articles Of Incorporation Of 37th Avenue Investment, Inc.