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NOVEMBER 06, 1997

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALAHASSEE, FL. 32314

FILED
97 NOV 17 AM 9:54
SECRETARY OF STATE
TALAHASSEE, FLORIDA

CHRISTOPHER S. PADRON, INC.
14681 S.W. 50 TERR.
MIAMI FLORIDA 33175

GENTLEMEN;

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF
INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE
NAMED CORPORATION.

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****122.50 ****122.50

VERY TRULY YOURS,

Christina Padron
CHRISTINA PADRON

F. CHANDLER

NOV 2 2 1997

ARTICLES OF INCORPORATION

CHRIS-PAD, INC.
14681 S.W. 50 TERR.
MIAMI, FLORIDA 33175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPLE OFFICE AND MAILING ADDRESS IS; 14681 S.W. 50 TERRACE, MIAMI, FLORIDA 33175.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTANCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARES (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS,
14681 S.W. 50 TERRACE, MIAMI, FLORIDA 33175 AND THE NAME OF THE INITIAL
REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS; CHRISTINA PADRON.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF
DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-
LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE
INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS;

CHRISTINA PADRON
14681 S.W. 50 TERRACE.
MIAMI, FLORIDA 33175

PRESIDENT

REBECCA E. PADRON
14681 S.W. 50 TERRACE
MIAMI, FLORIDA 33175

VICE-PRESIDENT

ODALYS T. PADRON
14681 S.W. 50 TERRACE
MIAMI, FLORIDA 33175

SECRETARY/TREASURER

FRANCISCO PADRON
14681 S.W. 50 TERRACE
MIAMI, FLORIDA 33175

TREASURY AGENT

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF
INCORPORATION IS;

CHRISTINA PADRON
14681 S.W. 50 TERRACE
MIAMI, FLORIDA 33175

ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLES XV

THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 06 DAY OF NOVEMBER, 1997
AT MAIMI, COUNTY OF DADE, STATE OF FLORIDA.

Christina Padron

Rebecca Padron

James Todd

Warren Hart
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-6368

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

Rebecca Padron

Christina Padron

Francis Padron

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS __06__ OF __NOVEMBER__, 1997.

Warren Harty
NOTARY PUBLIC STATE OF FLORIDA



WARREN HARTY
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
800-224-8368

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


CHRISTINA PADRON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 17 AM 9:54

FILED