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12/11/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

EFFECTIVE DATE
1-2-98

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: PC FINANCIAL SERVICES, INC.

AUDIT NUMBER.....H97000020417

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

CERT. OF STATUS..0

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 DEC 11 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY DEC 12 1997

Articles of Incorporation
of
PC FINANCIAL SERVICES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name

The name of this Florida corporation is:

PC Financial Services, Inc.

Article II. Address

The mailing address of the Corporation is:

PC Financial Services, Inc.
2562 S.W. 99th Court
Miami, FL 33165

EFFECTIVE DATE
1-2-98

Article III. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of Common Stock and 100,000 shares of Preferred Stock, all of which shall have a par value of \$.001 per share.

- A. Dividends. The holders of Preferred Stock, prior to and in preference to any dividends or distributions to holders of Common Stock, shall be entitled to receive cash dividends at the rate of 12% of the Original Issue Price per year on each outstanding share of Preferred Stock. The Original Issue Price of the Preferred Stock shall be \$1.00 per share. The Corporation shall be obligated to pay such dividends on the Preferred Stock only when and as declared by the Corporation's Board of Directors out of legally available funds of the corporation. The dividends on the Preferred Stock shall be cumulative. After all dividends on the Preferred Stock are paid, the Board of Directors may declare dividends on the Common Stock out of legally available funds of the Corporation.
- B. Liquidation. Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, before any distribution shall be made to the Common stock, the holders of the sum of (a) the Original Issue Price and (b) all accrued and unpaid dividends on each share of Preferred Stock, the remaining assets of the Corporation shall be Distributable pro rata to the holders of Common Stock.
- C. Redeem. The Corporation may redeem some or all of the Preferred Stock at any time by written notice to the holder and payment of the sum of (a) the Original Issue less than all of the Preferred Stock shall have no voting rights.
- D. Voting Rights. Each share of Common Stock shall be entitled to one vote. The holders of Common Stock may cumulate their votes for directors. The shares of Preferred Stock shall have no voting rights.
- E. Preemptive Rights. The Corporation elects to have preemptive rights.

PREPARED BY:leonardo gomez
2415 SW 102 PL.
MIAMI, FL 33165
(305)226-6221

Article IV. Distribution of Capital Stock

The distribution of Capital Stock Shall Be as Follows:

| <u>Common Stock</u> | <u>Number of Shares Issued:</u> | <u>Percentage of Shares</u> |
|---------------------|---------------------------------|-----------------------------|
| Leonardo Gomez | 100,000 Common | 100% |

| <u>Preferred Stock</u> | <u>Number of Shares Issued: :</u> | <u>Percentage of Shares</u> |
|------------------------|-----------------------------------|-----------------------------|
| Leonardo Gomez | 100,000 Preferred | 100% |

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Josefina Gomez
1801 S.W. 94 Ave.
Miami, Fla. 33165

Article VI. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance within the Bylaws. The director shall be protected from personal liability to the fullest extent permitted by law.

The initial members of the Corporations Board of Directors is:

Leonardo Gomez, President

Article VII. Initial Officers of the Corporation

The initial officers of the Corporation Shall Be:

Leonardo Gomez President, Treasure, Secretary

Article VIII. Incorporator

The name and address of the Incorporator is:

LEONARDO GOMEZ
1675 SW 107th AVE.
MIAMI, FL 33165

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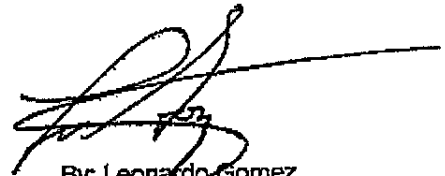
Leonardo Gomez
1675 S.W. 107th Ave.
Miami, FL 33165

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 2, 1998

The Corporation shall exist in perpetuity

The authorized representative of the Incorporator executed these Articles of Incorporation on
December 11, 1997

A handwritten signature in black ink, appearing to be 'L. Gomez', written over a horizontal line.

By: Leonardo Gomez
2415 S.W. 102 Place
Miami, FL 33165

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

CORPORATION:

PC Financial Services, Inc.

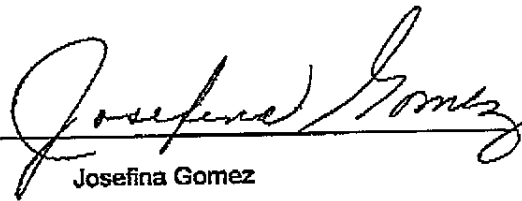
REGISTERED AGENT:

Josefina Gomez
1801 S.W. 94 Ave.
Miami, Fla. 33165

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By: _____



Josefina Gomez

By: Leonardo Gomez
2415 S.W. 102 Place
Miami, FL 33165

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