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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: M & B DEVELOPERS CORP.

AUDIT NUMBER.....H98000000318

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

OF

M & B DEVELOPERS CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be M & B DEVELOPERS CORP.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Hundred (100) Shares of stock which shall be common stock of a par value of Five (\$5.00) Dollars per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

THIS DOCUMENT PREPARED BY:
MARCIA B. CABALLERO, ESQ.
Florida Bar Number: 0778354
2450 Southwest 137th Avenue
Suite 221
Miami, Florida 33175
(305) 553-8020

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ARTICLE SIX

The principal office of the corporation shall be located at 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Name	Address
HUMBERTO BESADA	30125 Southwest 160th Avenue Miami, Florida 33033
AQUILES MAS	320 West 49th Street Hialeah, Florida 33012

OFFICERS

Title	Name	Address
PRESIDENT	HUMBERTO BESADA	30125 Southwest 160th Avenue Miami, Florida 33033
VICE PRESIDENT	AQUILES MAS	320 West 49th Street Hialeah, Florida 33012
SECRETARY	NORMA MAS	320 West 49th Street Hialeah, Florida 33012

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TREASURER

HUMBERTO BESADA

30125 Southwest 160th Avenue
Miami, Florida 33033

ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are:

Name

Address

HUMBERTO BESADA

30125 Southwest 160th Avenue
Miami, Florida 33033

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office: 30125 Southwest 160th Avenue, Miami, Florida 33033.

The corporation does hereby designate HUMBERTO BESADA, 30125 Southwest 160th Avenue, Miami, Florida 33033 as its Registered Agent.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal on this 22nd day of December, 1997.

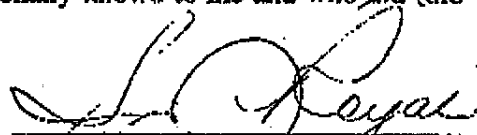

HUMBERTO BESADA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22nd day of December, 1997 by HUMBERTO BESADA, who is personally known to me and who did (did not) take an oath.



SUZANNE M ROYAL
My Commission CC419307
Expires Nov. 07, 1998
Bonded by NA1
800-422-1555


Notary Public, State of Florida at Large
My Commission expires:
Commission Number:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- That **M & B DEVELOPERS CORP.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **HUMBERTO BESADA**, located at 30125 Southwest 160th Avenue, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


HUMBERTO BESADA
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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