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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

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NAME: ADRIANA INVESTMENTS INC.

AUDIT NUMBER.....H98000002159

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ADRIANA INVESTMENTS INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is ADRIANA INVESTMENTS INC., a Florida corporation. The address of the initial principal office is:

8305 S.W. 152 Avenue
Suite 401
Miami, Florida 33193

ARTICLE II: DURATION

The duration of this corporation is perpetual.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$0.50) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Samuel Vivas
8305 S.W. 152 Avenue, #401
Miami, Florida 33193

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than three or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

This document was prepared by
Diana Pazo-Ramona, Esq.
P.O. Box 33282-3373
Miami, FL 33282
FBN: 771587
TEL: (305) 858-4783

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Samuel Vivas
Adriana Vivas

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>NAME</u>
President	Samuel Vivas
Vice President and Secretary	Adriana Vivas

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Samuel Vivas
8305 S.W. 152 Avenue, #401
Miami, Florida 33193

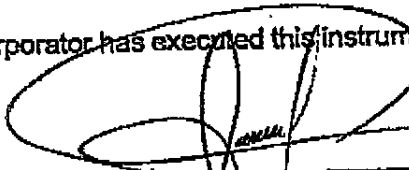
ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of Feb 2, 1998.


Samuel Vivas
Incorporator

This document was prepared by
Diana Paez-Ramos, Esq.
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FBN: 771397
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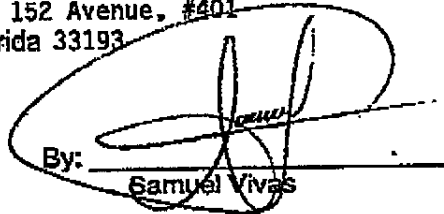
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, ADRIANA INVESTMENTS INC., desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation be: ADRIANA INVESTMENTS INC., a Florida corporation
2. The name and address of the registered agent and the registered office of the corporation is:

Samuel Vivas
8305 S.W. 152 Avenue, #401
Miami, Florida 33193

By: 
Samuel Vivas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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