

CESAR KUDJA
CERTIFIED PUBLIC ACCOUNTANT

- 3 -

8253 West 14th Court, Hialeah, Florida 33014
(305) 823-8570

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February 3, 1998

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: New Filing
Florida Corporation

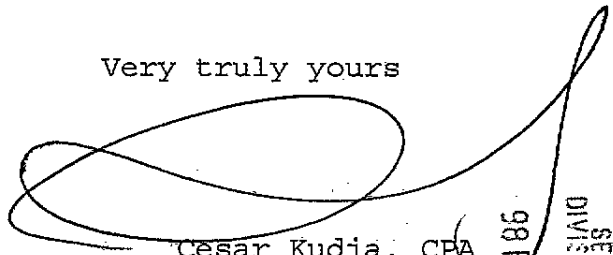
Gentlemen:

Enclosed please find the "The Articles Of Incorporation" of Chello Enterprises, Inc., together with our Ck. No. 961 in the amount of \$122.50; to cover the filing fees of this new corporation

Would you please mail the Articles certified copy to the above address.

Thank you for your considerate attention.

Very truly yours



Cesar Kudja, CPA

Encls.
CK; cm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB - 3 PM 4:05

D. BROWN FEB - 4 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

CHELLO ENTERPRISES, INC.

THE UNDERSIGNED, have executed the following document for the purpose of forming the above named Corporation under the laws of the State of Florida and as incorporators hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation shall be:
Chello Enterprises, Inc.

ARTICLE II
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE THOUSAND (1000) shares of \$10.00 par value each. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office, and the name of the initial resident agent of this corporation shall be:

Marcelino B. Soutullo
8030 W. 16 Ave.
Hialeah, FL 33014

ARTICLE VI
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:
8030 W. 16 Ave.
Hialeah, FL 33014

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of two persons, who need not be residents of the State of Florida or shareholders of the corporation. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name(s) and address of these persons who are to serve as initial directors are:

Marcelino B. Soutullo	Elena Soutullo
8030 W. 16 Ave.	8030 W. 16 Ave.
Hialeah, FL 33014	Hialeah, FL 33014

The names of the first officers of the corporation, to hold office until their successors are elected are:

Marcelino B. Soutullo	: President & Treasurer
Elena Soutullo	: V.P. & Secretary

ARTICLE VIII
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<u>NAME</u>	<u>No. of Shares</u>	<u>Consideration</u>
Marcelino B. Soutullo	510	\$510.00
Elena Soutullo	490	\$490.00

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X
INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, one in the right of the corporation to procure judgement in its favor) by reason of the fact that he or his testator or intestate, is or was director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust, or other enterprise in any capacity, at the request of the corporation.

ARTICLE XI
INCORPORATORS

The name and address of the Incorporators executing this Articles of Incorporation are:

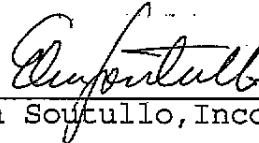
Marcelino B. Soutullo
8030 W. 16 Ave.
Hialeah, FL 33014

Elena Soutullo
8030 W. 16 Ave.
Hialeah, FL 33014

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed of these Articles of Incorporation at Hialeah, Florida, on this 3 rd. day of February, 1998.



Marcelino B. Soutullo, Incorporator

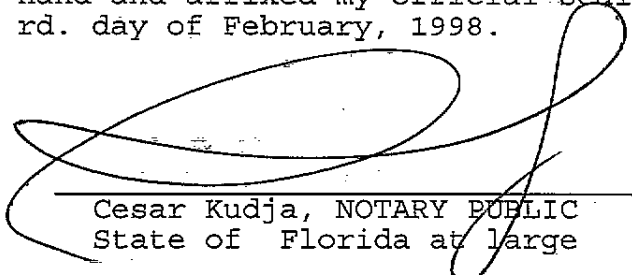


Elena Soutullo, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

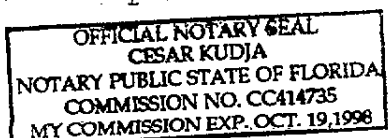
BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared Marcelino B. Soutullo and Elena Soutullo, known to me to be the persons who executed the foregoing Articles of Incorporation of Chello Enterprises, Inc., and who are described in said certificate as incorporators of said corporation and they acknowledged before me that they executed the same for the purpose herein expressed, and that the facts stated therein are true and correct.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 3 rd. day of February, 1998.



Cesar Kudja, NOTARY PUBLIC
State of Florida at large

My commission expires:




FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 PM 4:05

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First: That Chello Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named its agent to accept service of process within the State the following individual:

Elena Soutullo
8030 W. 16 Ave.
Hialeah, FL 33014

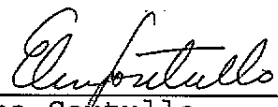


Marcelino B. Soutullo, President

ACKNOWLEDGEMENT:

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 provisions of said Act, relative to keeping open said office.

Signed this 3 rd. day of February 1998.



Elena Soutullo