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TO: DIVISION Ow3F CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CENTRO AXIS, INC.

AUDIT NUMBER.....H98000002454

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CENTRO AXIS, INC.

The name of the corporation is: CENTRO AXIS, INC.

ARTICLE I

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE II

The maximum number of shares of capital stock that the corporation is authorized to issue is FIVE HUNDRED (500) shares, \$1.00 par value each share.

ARTICLE III

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
MARIANO DE SOCARRAZ	362 Minorca Avenue, Suite 102 Coral Gables, Florida 33134

ARTICLE V

The principal office of the corporation shall be located at: 362 Minorca Avenue, Suite 102, Coral Gables, Florida 33134.

ARTICLE VI

The corporation shall have one (1) director initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1) director. The name and address of each member of the initial Board of Directors who shall hold office for the first year of existence of the corporation or until his or her successor(s) is (are) elected or appointed and qualified, are:

NAME	ADDRESS
MARIANO DE SOCARRAZ	362 Minorca Avenue, Suite 102 Coral Gables, Florida 33134

Prepared by:
Elena de Socarraz, Esq.
800 Douglas Road, Suite 160-B
Coral Gables, FL 33134
(305) 443-1304
Fla. Bar No. 599920

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ARTICLE VII

The street address of the initial registered office of the corporation is: 800 Douglas Road, Suite 160, Building B, Miami, Florida 33134-3119, and the name of the initial registered agent of the corporation at that address is: ELENA DE SOCARRAZ.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 1st day of February, 1998.


MARIANO DE SOCARRAZ

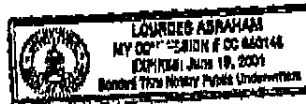
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that MARIANO DE SOCARRAZ, to me personally known, this day acknowledged before me that she executed the foregoing Articles of Incorporation; and I FURTHER CERTIFY that said person making said acknowledgment to be the individual described in and who executed the said instrument.

WITNESS my hand and seal in the County and State aforesaid, this 1st day of February, 1998


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That CENTRO AXIS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named ELENA DE SOCARRAZ, 800 Douglas Road, Suite 160, Building B, Miami, Florida 33134-3119, to accept service of process within the State of Florida.



MARIANO DE SOCARRAZ
Incorporator

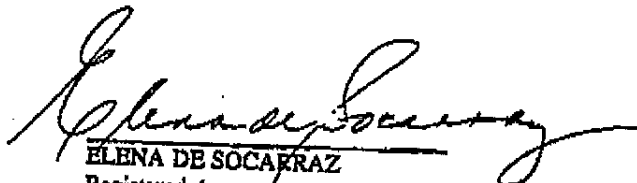
2/1, 1998.

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HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ELENA DE SOCARRAZ
Registered Agent

Feb 1, 1998.

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