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SONIA CONSTANTE
9159 S.W. 77th Avenue #303
Miami, FL 33156

February 16, 1998

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

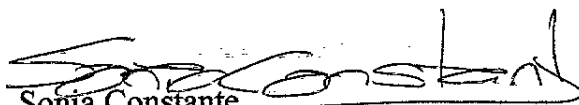
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Dear Sirs:

Enclosed please find the Articles of Incorporation for Pelo II Corporation and Pelo III Corporation to be filed by your office. Also we are enclosing our check # representing payment for such filings. Please return the copies to the address above at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Truly yours,


Sonia Constante

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ARTICLES OF INCORPORATION
OF
Pelo III CORPORATION.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLES I - NAME

The name of the Corporation is Pelo III CORPORATION (hereinafter, "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this corporation is 6784 Collins Avenue, Miami Beach, Florida 33140.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this Corporation is: Sonia Constante 1364 Washington Ave., Miami Beach, Florida 33139.

ARTICLE V - DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name of the directors are Elena Linares and Gilbert Kendrick.

ARTICLE VI - OFFICERS

The Officer(s) of the corporation shall be Elena Linares and Gilbert Kendrick.

ARTICLES VII - CORPORATE CAPITALIZATION

1. The number of shares that this Corporation is authorized to have is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLES IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of the Corporation is: Sonia Constante 1364 Washington Ave., Miami Beach, Florida 33139.

ARTICLE XII - BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeat the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeat of the by-Laws.

ARTICLES XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLES XIV - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the forgoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of February 1998.


Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The undersigned, having been named the Registered Agent of Pelo III CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Dated: February 2, 1998



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