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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: VISTA AMERICAN ENTERPRISES, INC.

AUDIT NUMBER...... H98000004059

DOC TYPE......FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS...1 CERT. COPIES.....0 PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

98 MAR -2 AM 10: 40
SECRETARY OF STATE
TALLAHASSEF FOR STATE

. McKnigh: MAR 0 2 1998

ARTICLES OF INCORPORATION OF VISTA AMERICAN ENTERPRISES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Coporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I NAME

The name of the Corporation shall be: VISTA AMERICAN ENTERPRISES, INC.
The principal place of business of this corporation shall be: 4534 W 12 AVE SUITE 63, HIALEAH FL 33012

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

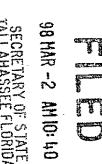
The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is. Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:

LATIN AMERICAN 2000 1165 W.49 ST' SUITE 208 HIALEAH FL 33012-3373 (305)826-6518



ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any who shall hold office the first year of the corporation's existance or until the successors are elected, are:

PEDRO L MATEU, PRESIDENT 4534 W 12 AVE SUITE 63 HIALEAH FL 33012

ARTICLE VI INCORPORATOR

The name and street address of the incoporator to this articles of incorporation is:

PEDRO L. MATEU 4534 W 12 AVE SUITE 63 HIALEAH FL 33012

N WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation this 28 day of FEBRUARY 1998.

Signature of Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporaton VISTA AMERICAN ENTERPRISES, INC.
- 2. The name and address of the registered agent and office is: PEDRO L MATEU

4534 W 12 AVE SUITE 63 HIALEAH FL 33012 98 MAR -2 AM ID: 40
SECRETARY OF STATE
TALLAHASSEE FLORID.

Signature

Title: PRESIDENT

Date: FEBRUARY 28, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature

Date: FEBRUARY 28, 1998