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March 2 1998

Secretary of State
State of Florida
The Capitol Building
Tallahassee, Florida 32304

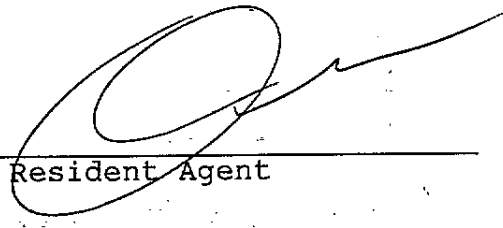
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***122.50 ***122.50

Gentlemen:

Enclose are two copies of Certificate of Incorporation
of Flores Around The World Corp Along with
a check for One hundred twenty two dollar
\$ 122.50 to cover registration fees.

Very truly yours,

Alfredo Cuyas
1051 West 49th Street
Hialeah, Fla
33012


Resident Agent

FILED
MAR -5 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-6-98

ARTICLES OF INCORPORATION

OF

FLORES AROUND THE WORLD CORP

FILED
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TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

FLORES AROUND THE WORLD CORP

(hereinafter referred to as the corporation.) Its Registered Office shall be located at 1325 West 68th Street #214

Hialeah, Florida

in the County of Dade. Its Registered

Agent shall be Osvaldo F. Flores

, located at

1325 West 68th Street, Hialeah

County of Dade,--

State of Florida.-

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same--- extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, export, lease, sub--- lease, hold, procure, transport, manufacture, acquire and deal--- generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.-

c. To exchange in the currency of foreign countries and the--- currency of the United States.

d. To issue bonds, debentures, and/or obligations of the--- company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or--- trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock,---- bonds or other securities and obligations of the company and-- other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything ----- necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the----- objectives herein enumerated or incidental to the powers ----- herein named, or which shall at any time appear conducive or-- expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all---- lawful powers contained in the laws of the State of Florida,-- now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in----- connection with the foregoing, whether manufacturing or ----- otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this---- character.

i. _____

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a One hundred (100) shares of no par value.- For incorporation purposes, each share will have a nominal value set at Five dollars 00/100 (\$ 5.00). per share as consideration.

b. Said shares of common stock to have no par value. All-----
shares to be issued fully paid and non-assessable. The capital
stock of this Corporation may be paid in lawful money of the-----
United States or in property, labor or services at a fair and---
just valuation to be fixed by the stockholders or by the Board
of Directors. Said determination of just value fixed by the-----
Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in
the control of the management of the corporation.

d. The holders of these shares of common stock are to have
preemptive rights in the purchase as subsequent issues of stock.

e; In the event any shareholder be unable to attend a -----
shareholder's meeting, the shareholder may vote his share or-----
ahres by proxy, one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin
business shall be not less than One thousand dollas

(\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The board of Directors shall consist of not less than One

(1) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The name and the addresses of the first Board of Directors--
who subject to the provisions of these Articles of Incorporation,
the By-Laws and the Act of the Legislature approved June 1, 1925,
and the acts amendatory thereto, shall hold office for the first
year of the corporation's existence, or until their successoris -

are elected and shall have qualified, are the following:

Title:	Name:	Address:
President-Director	Oswaldo F Flores,	1325 West 68th Street
		Hialeah, Florida 33014
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

Name & Title	Address	Shares
Oswaldo F Flores, Pdte.	1325 West 68th Street	100
	Hialeah, Florida 33014	
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-----	-----	-----
-----	-----	-----
-----	-----	-----

ARTICLE IX

BY-LAWS

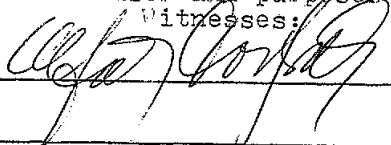
OFF
The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

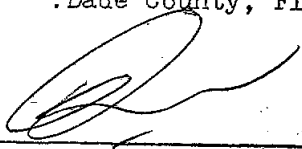
IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at.

. Dade County, Florida,

for the uses and purposes aforesaid.

Witnesses:




Oswaldo F Flores

President


Sec. Tres.

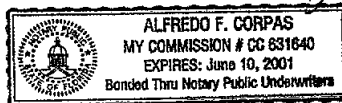
I HEREBY CERTIFY that on this Second day of March
1998, before me personally appeared Oswaldo F Flores
_____ and _____,

President and Secretary-Treasurer respectively, to me well
known to be the persons described as subscribers in and
who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official
seal and hand at Hialeah, Miami Dade County, this Second
day of March A.D. 1998.-

My commission expires:


Notary Public, State of Florida



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

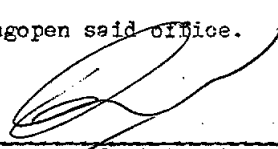
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act.

First: That FLORES AROUND THE WORLD corp
desiring to organize under the Laws of the State of Florida, with
its principal office, as indicated in the articles of association at
Miami----- County of Miami Dade
State of Florida, has named Osvaldo F. Flores
located at 1325 West 68th Street #214 city of Hialeah
County of Miami-Dade State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT.-- Must be signed by designated agent.

Having been bamed to accept service of process for the above
stated Association, at place designated in this certificate, I hereby
accept to act in this capacity and agree to comply with the provision
of said Act relative to keeping open said office.

By



Resident Agent
Osvaldo F Flores

FILED
MAR - 5 AM 9:56
CLERK OF STATE
TALLAHASSEE, FLORIDA