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LOCAL OFFICES OF
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

SUITE 1400 - SUNTRUST INTERNATIONAL CENTRE
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE: (305) 539-0000
TELECOPIER: (305) 371-6934
(305) 372-3670

April 13, 1998

ASSOCIATED OFFICE:
B'KELNEK Y ASSOCIATES, S.C.
RIO DANUBIO No. 69 - 5º PISO
COLONIA CUATEMOC, C.P. 06500
MEXICO, D.F. (MEXICO CITY)
TELEPHONE: (5) 511-11-65
TELECOPIER (5) 533-50-74

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: Miami Elite Training Center, Inc.

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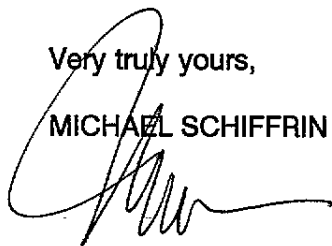
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent with regard to **Miami Elite Training Center, Inc.**, along with our check in the amount of \$122.50 representing your fee for incorporating same. Please be so kind as to return the certificate of incorporation to the undersigned in the enclosed stamped, self-addressed envelope provided for your convenience.

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.



MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

98 APR 17 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Handwritten notes and signatures:
4/20/98
[Signature]

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ARTICLES OF INCORPORATION
OF
MIAMI ELITE TRAINING CENTER, INC.

FILED
98 APR 17 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation shall be:

MIAMI ELITE TRAINING CENTER, INC.

and its principal office shall be temporarily located at:

18350 Northwest 68th Avenue
Unit 9L
Miami, Florida 33015

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Carlos Velasquez	18350 Northwest 68th Avenue Unit 9L Miami, Florida 33015
Carlos Norona	18350 Northwest 68th Avenue Unit 9L Miami, Florida 33015
Alex Fernandez	18350 Northwest 68th Avenue Unit 9L Miami, Florida 33015
Nestor de la Peña	18350 Northwest 68th Avenue Unit 9L Miami, Florida 33015

ARTICLE V - INCORPORATOR

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

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael Schiffrin	One Southeast Third Avenue Suite 1400 Miami, Florida 33131

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

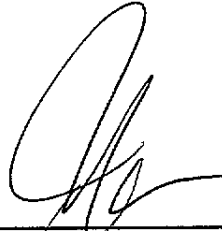
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

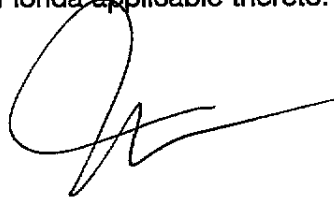
PURSUANT to Chapters 48.091 and 607, Florida Statutes, **MIAMI ELITE TRAINING CENTER, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its principal offices as indicated therein temporarily located at 6095 Northwest 167th Street, Warehouse D-6, Miami, Florida 33015, has named **MICHAEL SCHIFFRIN, ESQUIRE**, whose address is Suite 1400 - SunTrust International Centre, One Southeast Third Avenue, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.



MICHAEL SCHIFFRIN, Incorporator

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98 APR 17 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



MICHAEL SCHIFFRIN, ESQ.
Michael Schiffrin & Associates, P.A.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131
Telephone: (305) 539-0000
Telecopier: (305) 371-6934