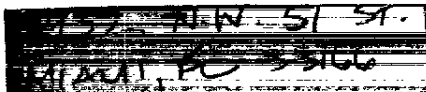


P98000035861

March 26, 1998



Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Tio Juan, Inc.

400002493294--5
-04/20/98--01038--017
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of both the Articles of Incorporation for TIO JUAN, INC. and the Certificate and Acknowledgment of Registered Agent.

Also enclosed is a check in the amount of \$122.50 to cover the following: Charter Tax, Filing Fee, Certified Copy of The Articles of Incorporation, and the Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,

TIO JUAN, INC.
Carlos Perez

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 9:04

RP
4-21-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 20 AM 9:04

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

TIO JUAN, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 6932 N.W. 51 Street, Miami, Florida 33166 has named Carlos Perez located at 6932 N.W. 51 Street, Miami, Florida 33166 as its registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated corporation the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Carlos Perez
Registered Agent

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 20 AM 9:04

of

TIO JUAN, INC.

The undersigned, acting as incorporator, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is:

TIO JUAN, INC.

ARTICLE II

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

This Corporation is organized for the purpose of engaging in:

To engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

The principal office and mailing address of the Corporation is:

6932 N.W. 51 Street
Miami, Florida 33166

The name and address of the Initial Registered Agent of this Corporation is:

Carlos Perez
6932 N.W. 51 Street
Miami, FL 33166

ARTICLE VI

This corporation shall have one (1) Director initially, constituting the initial board of directors of the corporation, and the name and address of the person to serve as director until the first annual meeting of shareholders or until his successor(s) is elected and shall qualify is:

Carlos Perez
6932 N.W. 51 Street
Miami, Florida 33166

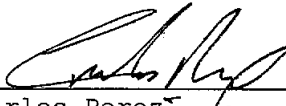
The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1) or more than seven (7).

ARTICLE VII

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

Carlos Perez
6932 N.W. 51 Street
Miami, Florida 33166

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of March, 1998.

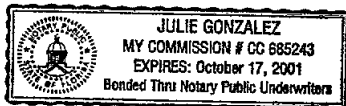


Carlos Perez

State of Florida
County of Dade

BEFORE ME, A Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carlos Perez, known to me, and known to me to be the person who executed the forgoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal, in the State and County aforesaid, this 27 day of March, 1998.





Notary Public

Julie Gonzalez
My Commission Expires: