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NAME: FIGUEROA ENTERPRISES, INC.

AUDIT NUMBER.....H98000007651

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.C.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1998

EMPIRE

SUBJECT: FIGUEROA ENTERPRISE, INC.
REF: W98000009087

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FAX Aud. #: H98000007651
Letter Number: 598A00021988

H98000007651

ARTICLES OF INCORPORATION
OF
FIGUEROA ENTERPRISE, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
FIGUEROA ENTERPRISE, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of transportation, import and export of general merchandise, brokerage service ----- and all other lawfull activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The agregate maximum number of shares which this corpora-- tion shall have authority to issue and have outstanding at anyone time is: One Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- One Hundred Dollars (\$100.00)

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 6290 West 24th Court, Building No. 5 Apartment 107, Hialeah, Florida 33016

Prepared By:
Jose G. Jimenez, B.B.A. (Accountant)
454 N.W. 22nd Ave., Suite 209
Miami, Florida 33125
Tel. (305) 541-4714

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The name and address of the Initial Registered Office of --
this corporation in the State of Florida is:

Inocente W. Figueroa
6290 W. 24 Ct Bldg 5 No. 107
Hialeah, Florida 33016

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors. The number of Directors, no less than one, no more than five and shall be fixed by resolution of the --- stockholders at regular or special meetings, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as ---- follows:

NAME	OFFICE	ADDRESS
Inocente W. Figueroa	President	6290 West 24th Court Building 5, Apt. 107 Hialeah, Fla. 33016
Enrique Figueroa	Secretary	3395 West 14 Avenue Hialeah, Florida 33012

ARTICLE X

Distribution to incorporators is as follows:

Inocente W. Figueroa	50 Shares	\$ 50.00 Value
Enrique Figueroa	50 Shares	\$ 50.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this corporation, owned by him first offer -- such stock to the remaining stockholders of this corporation and obtaining their refusal to purchase same, proceed to sell at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 51% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII


This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 22nd Day of April 1998.


Innocente W. Figueroa-Incorporator

STATE OF FLORIDA)

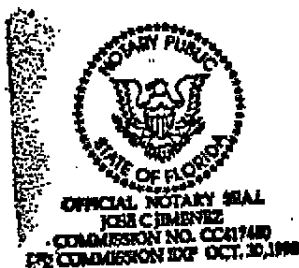
COUNTY OF DADE)


Enrique Figueroa - Incorporator

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared INOCENTE W. FIGUEROA AND ENRIQUE FIGUEROA

who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 22nd Day of April 1998.




NOTARY PUBLIC, State of Florida at large.

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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.

The name of the Corporation is FIGUEROA ENTERPRISE, INC.

The name and address of the Registered Agent and office is
Inocente W. Figueroa, 6290 West 24th Court, Building 5,
Apartment 107, Hialeah, Florida 33016.



Corporate Officer

Title: Secretary


Dated: April 22nd 1998.

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TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, I hereby agree to act in this capacity, and further
agree, to comply with the provisions of all statutes relative
to the proper and complete performance of my duties; and
accept the duties and obligations of section 607.325., Flori-
da Statutes.



Inocente W. Figueroa, Registered
Agent, accepting office.

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