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The Law Office of
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 3:25

April 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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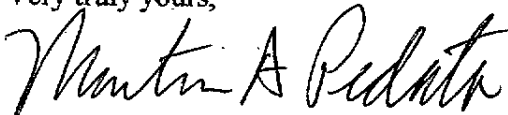
Re: Filing of Corporation

Dear Sir:

Please find enclosed an original and a copy of articles of incorporation to be filed with your office, along with \$122.50 filing fee. Please file the articles of incorporation and return a copy to my office.

Thank you for your cooperation in this matter.

Very truly yours,



Martin A. Pedata

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ARTICLES OF INCORPORATION

OF

DON MEXXICO'S COMPANY

ARTICLE I-NAME

The name of this corporation is **DON MEXXICO'S COMPANY**.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation shall have the power to engage in any lawful activity for which corporations may be organized for under the laws of the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 25,000,000 shares of \$0.001 par value common stock which shall be designated as "Common Stock".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial business address and registered office of this corporation is 3550 Morris Street North, St. Petersburg, Florida 33713, and the name of the initial registered agent of this corporation is Jesse Carrigan. The business address is at the same location.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of the Corporation are: Jesse L. Carrigan, 3550 Morris Street, St. Petersburg, Florida 33713.

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ARTICLE VII-INCORPORATOR

The name and address of the incorporator signing these Articles is: Jesse L. Carrigan, 3550 Morris Street, St. Petersburg, Florida 33713.

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify and hold harmless any Officer or Director or any former Officer or Director to the full extent of the law.

ARTICLE IX-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 17th day of April, 1998.


Jesse L. Carrigan

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Jesse L. Carrigan

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