

LAW OFFICES OF FRANK R. S. FABRE
717 Ponce de Leon Boulevard
Suite 234
Coral Gables, Florida 33134

Telephone (305) 446-3266

P98000039529

April 23, 1998

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Florida State Department
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Best of the Best Corporation

Dear Sirs:

Enclosed herewith are two originals of the Articles of Incorporation of above-referenced corporation, together with our check for \$122.50 in payment of fees.

Please return a filed original to our attention.

Very truly yours,

Maria Elena Fabre
Maria Elena Fabre
Secretary to Frank R.S. Fabre

/mef
Enclosures

Dmf
5/1/98

FILED
98 APR 29 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEST OF THE BEST CORPORATION

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ARTICLE I - NAME

The name of this corporation is BEST OF THE BEST CORPORATION.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

717 Ponce de Leon Boulevard
Suite 234
Coral Gables, Florida 33134

The initial resident agent of this corporation is:

Frank R. S. Fabre, Esq.
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors that shall hold office for the first year of the corporation's existence or until their successors are elected and qualified is as follows:

Richard Herrera Director
3905 Riviera Drive
Coral Gables, FL 33134

Frank Herrera Director
7190 Coral Way
Miami, Florida 33155

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

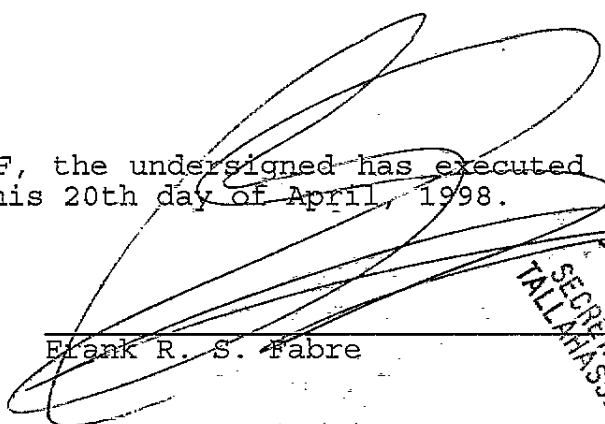
The name and address of the person signing these Articles is:

Frank R.S. Fabre 717 Ponce de Leon Blvd., #234
Coral Gables, FL 33134

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of April, 1998.


Frank R. S. Fabre

FILED
88 APR 29 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20TH DAY OF APRIL, 1998.


Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA)
) SS: -
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of BEST OF THE BEST CORPORATION, who is personally known to me and did take an oath.

