

5/19/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: A&B HOLDINGS INC.

AUDIT NUMBER.....H98000009434

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

CERT. OF STATUS..1

PAGES..... 4

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
A & B HOLDINGS, INC., a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this Corporation is A & B HOLDINGS, INC., a Florida Corporation.

ARTICLE II- DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This 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 Two Thousand (2,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V- REGISTERED OFFICE AND
AGENT AND CORPORATE ADDRESS**

The name and street address of the initial registered office of this corporation is Jose A. Rodriguez, P.A., SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 1402 Tangier Street, Coral Gables, Florida 33134.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. This Corporation shall have One (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The election of Directors

Document Prepared By:
Jose A. Rodriguez, Florida Bar Number 0989444
777 Brickell Avenue, Suite 950
Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601

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shall be done in accordance with the By-Laws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name and address of the initial Director is:

NAME

ADDRESS

Beatriz Marrero

1402 Tangier Street.
Coral Gables, Florida 33134

ARTICLE VII- BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s) as permitted by the By-Laws.

ARTICLE VIII- INDEMNIFICATION

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

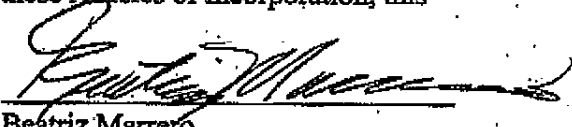
ARTICLE IX- INCORPORATOR

The person signing these articles is Beatriz Marrero whose address is 1402 Tangier Street, Coral Gables, Florida 33134.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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


Beatriz Marrero

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Jose A. Rodriguez, Florida Bar Number 0989444
777 Brickell Avenue, Suite 950
Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601

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CORPORATION:

A & B HOLDINGS, INC.

REGISTERED AGENT/OFFICE:

**JOSE A. RODRIGUEZ, P.A.
SunTrust Building
777 Brickell Avenue
Suite 950
Miami, Florida 33131**

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 HIS/HER DUTIES.

Dated this 20th day of MAY, 1998.


Jose A. Rodriguez, P.A.

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