

Suárez Báster

ACCOUNTING & TAX SERVICE

435 HIALEAH DRIVE, SUITE 11, HIALEAH, FLORIDA 33010

P980000 53333

JUNE 10th - 1998

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P. O. BOX 6327

TALLAHASSEE, FLORIDA, 32314

300002558173--4

-06/12/98--01049--018

****122.50 ****122.50

DEAR SIR:-

I AM SENDING ARTICLES OF INCORPORATION OF: ARCO INDUSTRY, INC.

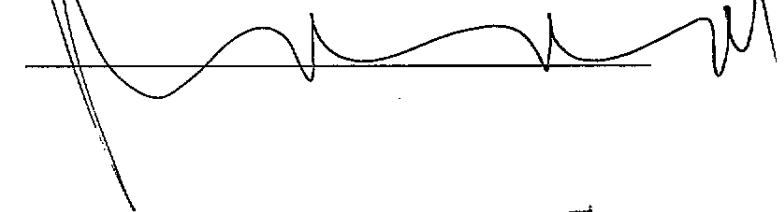
ALSO I SEND CHECK FOR \$122.50 FOR FEE.

PLEASE SEND TO ME AT: SUAREZ BASTER ACCOUNTING & TAX, 435 HIALEAH DRIVE
SUITE 11, HIALEAH, FLORIDA, 33010.

THANK YOU,

SINCERELY.

SUAREZ BASTER ACCOUNTING & TAX



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 12 PM 1:46

APPROVED
AND
FILED

98MAY12 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

NAME, ADDRESS AND AGENT

_____ in the County of Dade. Its Registered Agent shall be. ELIZA BURGOS _____, located at ---- 1172 S. DIXIE HIGHWAY #314-CORAL GABLES, FLORIDA, 33149 _____ County of Dade, - State of Florida. -

NATURE OF BUSINESS

b. To enter into, make, perform and carry out contracts of - -

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the - - -
currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company
from time to time, for the objects and purposes of the company, and to - -
secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock;
and to subscribe to purchase, or otherwise acquire, or to guarantee, or
to become surety in respect to the stock, bonds or other securities and -
obligations of the company and other companies.

f. To do all of such acts or things as they are incident or - - -
conducive to the premises, and to do all and everything necessary, suitable,
convenient, or proper for the accomplishment of any of the purposes or the
attainment of any of the objectives herein enumerated or incidental to the
powers herein named, or which shall at any time appear conducive or -
expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes
herein enumerated shall be deemed to be exclusive, but all lawful powers
contained in the laws of the State of Florida, now or in the future, to be
enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection
with the foregoing, whether manufacturing or otherwise and to have and -
exercise all the powers conferred by the laws of the State of Florida upon
corporations of this character.

i. _____

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED (100) shares of no par value. - For

incorporation purposes, each share will have a nominal value set at. - -

NO PAR VALUE

(\$).

per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non - assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the - control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than ONE THOUSAND dollars (\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE (1) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who, -

subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's - - existence, or until their successors are elected and shall have qualified, are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT:	ELIZA BURGOS=	1172 S. DIXIE HIGHWAY #314 CORAL GABLES, FLORIDA, 33149

ARTICLE VII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
ELIZA BURGOS: PRESIDENT=	1172 S. DIXIE HIGHWAY #314 CORAL GABLES, FLORIDA, 33149	100

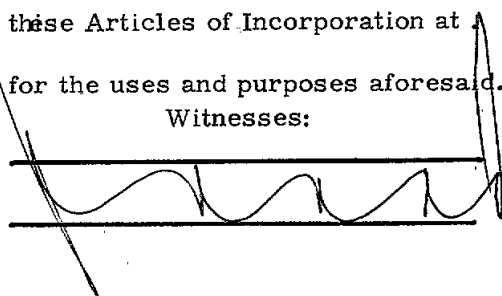
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs - of the corporation and the provision creating and limiting the powers - - of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, - from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at . Dade County, Florida, for the uses and purposes aforesaid.

Witnesses:



Eliza Burgos

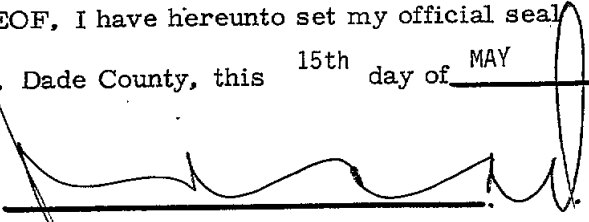
President

Sec-Tres.

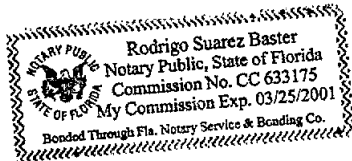
I HEREBY CERTIFY that on this 15th day of MAY
19⁹⁸, before me personally appeared ELIZA BURGOS
and _____, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH, Dade County, this 15th day of MAY
1998 A. D.

My Commission expires:



Notary Public, State of Florida. -



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE, OR PROCESS WITHIN THIS STATE, NAMING -
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act.

First: That ARCO. INDUSTRY, INC
desiring to organize under the Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of Incorporation at
- 1172 S. DIXIE HIGHWAY #314- CORAL GABLES, FLORIDA, 33149
County of DADE State of Florida, -Has named:
ELIZA BURGOS
located at _____
(Street address and number of Building)
City of CORAL GABLES County of DADE
State of FLORIDA, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT. - Must be signed by designated agent. -

Having been named to accept service of process for the above -
stated Corporation, at place designated in this certificate, I hereby
accept to act in this capacity and agree to comply with the provision
of said Act relative to keeping open said office.

By: ELIZA BURGOS
Resident Agent. -

APPROVED
AND
FILED
98 MAY 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA