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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CBP PROPERTIES, INC.

AUDIT NUMBER.....H98000011833

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

CBP PROPERTIES, 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:
CBP PROPERTIES, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of Restaurant, all kind of processed food, import-export, wholesale, Distributor, Retail etc. 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: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 1101 Brickell Avenue, Miami, Florida 33131.

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

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ARTICLE VII

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

Georgina Badias
13499 Biscayne Blvd. No. 1106
Miami, Florida 33181

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
Carlos Badias	President	13499 Biscayne Blvd. #1106 Miami, Florida 33181
Georgina Badias	Secretary	13499 Biscayne Blvd. #1106 Miami, Florida 33181

ARTICLE X

Distribution to incorporators is as follows:

Carlos Badias	250 Shares	\$ 250.00 Value
Georgina Badias	250 Shares	\$ 250.00 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 100% 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 -- 23rd Day of June 1998.



Carlos Badias - Incorporator



Georgina Badias - Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared ---
CARLOS BADIAS AND GEORGINA BADIAS -----

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 23rd Day of June
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 CBP PROPERTIES, INC.

The name and address of the Registered Agent and office is Georgina Badias, 13499 Biscayne Boulevard No. 1106, Miami Florida 33181.



Corporate Officer

Title: President

Dated: June 23rd, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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,, Florida Statutes.



Georgina Badias, Registered Agent
accepting office.

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