

P98000058959

TRANSMITTAL LETTER

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

800002567318--9
-06/22/98--01021--011
****150.00 *****80.00

SUBJECT: "FORD AM REALTY INVESTORS, CORP." AND, THE SENCOND ONE,
"PANTERA CARPET CLEANING, CO." (proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 150.00. This amount to cover the two (2) corporated filing fees of \$70.00 eache and \$10.00 for Certificate of Status of FORD AM REALTY INVESTORS, CORP.)

FROM:

NAFA c/o TERESA BARRERA MUNOZ

Name (printed or typed)

11890 S.W 8th Street, PH-4

Address

Miami, FL 33184

City, State & Zip

(305) 553-6100

Telephone Number

EFFECTIVE DATE

6-29-98

FILED
98 JUL -2 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please return one copy of these Articles.

~~1168 11113~~

JN 7-2-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1998

NAFA C/O TERESA BARBARA MUNOZ
11890 S.W. 8TH STREET, PH-4
MIAMI, FL 33184

SUBJECT: FORD AM REALTY INVESTORS, CORP.
Ref. Number: W98000014413

We have received your document for FORD AM REALTY INVESTORS, CORP. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 898A00034544

ARTICLES OF INCORPORATION OF:
FORD AM REALTY INVESTORS, CORP.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME _____

The name of this corporation is: FORD AM REALTY INVESTORS,
CORP.

EFFECTIVE DATE

6-29-98

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of Fifty Dollar (\$50.00).

Article V. PRE-EMPTIVE RIGHTS

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

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation is:

N.A.F.A. National Association for Foreign Attorneys, Inc.
11890 S.W. 8th Street, Suite Penthouse
Miami, Florida 33184

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Manuel Victor Barrera
Humphrey Humberto Pachecker
Teresa Barrera Munoz

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation is/are:

President:	Manuel Victor Barrera 11890 S.W. 8th Street, PH-IV Miami, Florida 33184
Vice President:	Humphrey Humberto Pachecker 11890 S.W. 8th Street, PH-IV Miami, Florida 33184
Secretary:	Teresa Barrera Munoz 11890 S.W. 8th Street, PH-IV Miami, Florida 33184
Treasurer:	^C ^C ^C

Article IX. INCORPORATORS

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

President: Manuel Victor Barrera
11890 S.W. 8th Street, PH-IV
Miami, Florida 33184

Vice President: Humphrey Humberto Pachecker
11890 S.W. 8th Street, PH-IV
Miami, Florida 33184

Secretary: Teresa Barrera Munoz
11890 S.W. 8th Street, PH-IV
Miami, Florida 33184

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be
vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued
initially at the first organizational meeting of this Corporation.
Shares held by the initial shareholders may not be resold or
otherwise transferred to other persons unless first offered to the
remaining shareholder or to this corporation. The price and terms
at which, and the time within which, those shares may be offered
and sold shall be further specified by written agreement among all
the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the
authority of, and the business affairs of this corporation shall be
managed under the direction, of the shareholders of this
corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

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

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of January, 1998.

Manuel Victor Barrera 6/29/98
Manuel Victor Barrera, President

Humphrey Humberto Pacheco 6-29-98
Humphrey Humberto Pacheco

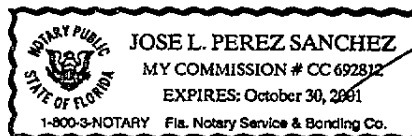
Teresa Barrera Munoz 06-29-98
Teresa Barrera Munoz

STATE OF FLORIDA)
COUNTY OF DADE) SS:

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of January, 1998.

June 29, 1998

My Commission Expires:



NOTARY PUBLIC

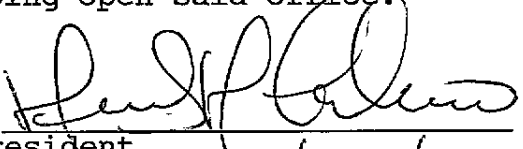
ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that FORD AM REALTY INVESTORS, CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named NAFA National Association for Foreign Attorneys, Inc., located at 11890 S.W. 8th Street, Suite Penthouse, City of Miami, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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: 
Humphrey H. Pacheckers, NAFA's President
REGISTERED AGENT

6/29/98

EFFECTIVE DATE

6-29-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 PM 12:04

FILED