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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: ANTONIO & ASSOCIATES ENTERPRISES INC.

AUDIT NUMBER.....H98000012531

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

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 7, 1998

FAS-T CORP AGENTS INC

SUBJECT: ANTONIO & ASSOCIATES ENTERPRISES INC.  
REF: W98000015435

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Article 8 states there will be 1 director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000012531  
Letter Number: 798A00036367

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Articles of Incorporation  
of

Antonio & Associates Enterprises Inc.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is ANTONIO & ASSOCIATES ENTERPRISES INC.

ARTICLE II - Purpose

This corporation is organized for the purpose of transacting any business permitted under the laws of Florida.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000,000 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - Term

This corporation shall commence its existence upon filing and exist perpetually thereafter unless sooner dissolved according to law.

PREPARED BY: JOSEFINA PEREZ-COFINO  
930 WASHINGTON AVE. Suite 206  
Miami Beach, Fl. 33139  
(305) 531-3354

**ARTICLE VI - Preemptive Rights**

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

**ARTICLE VII - Initial Principal Office & Agent**

The street address of the initial principal office of this corporation is: 5740 NW 200th Street, Miami, FL. 33015, and the name of the initial registered agent is Josefina Perez-Cofino, whose address is: 930 Washington, Ste# 206, Miami Beach, Florida 33139

**ARTICLE VIII - Initial Board of Directors**

This corporation shall have at least one director initially with the exact number of directors specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the director is;  
VICKI P. ANTONIO 5740 NW 200 St., Miami, fl. 33015

**ARTICLE IX - Incorporator**

The name and address of the person signing these articles is Vicki P. Antonio, 5740 NW 200th Street Miami, Florida 33015

**ARTICLE X - Indemnification**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either existing or hereafter enacted.

ARTICLE XI

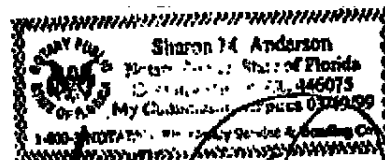
No contract or other transaction between this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting to the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

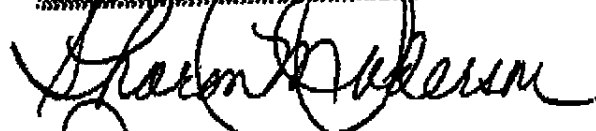
ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 1998

  
SUBSCRIBER



  
July 7, 1998

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

JOSEFINA PEREZ-COFINO ESQ.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

ANTONIO & ASSOCIATES ENTERPRISES INC. 5740 NW 200 STREET, MIAMI,  
FLORIDA, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES  
OF INCORPORATION, AT THE CITY OF MIAMI, COUNTY OF DADE, STATE  
OF FLORIDA, HAS NAMED JOSEFINA PEREZ-COFINO, LOCATED AT 930  
WASHINGTON AVENUE, SUITE # 206, CITY OF MIAMI BEACH, COUNTY  
OF DADE, STATE OF FLORIDA 33139, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITH THE STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY  
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID  
OFFICE.

  
JOSEFINA PEREZ-COFINO  
RESIDENT AGENT

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98 JUL -7 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA