

P98000063355

100002590761--8
-07/16/98--01066--016
****122.50 ****122.50

July 15, 1998

Department of State
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 AM 8:37

Attn: Division of Corporations

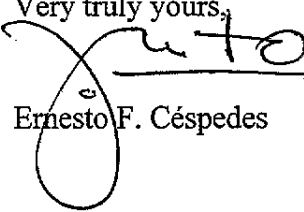
Re: Céspedes Enterprises, Inc. / Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are the original Articles of Incorporation for the referenced corporation, together with a check in the amount of \$122.50 to cover the filing fees for same. Please send me a certified copy of these Articles, once filed.

If you should have any questions pertaining to this matter, please do not hesitate to contact me.

Very truly yours,


Ernesto F. Céspedes

EFC/is
Enclosures
\\ines\secretaryofstate.ltr\

RP
07/22/98

ARTICLES OF INCORPORATION

OF

Cespedes Enterprises, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 AM 8:37

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: **Cespedes Enterprises, Inc.**

ARTICLE II

The mailing address of the corporation is: 9431 S.W. 122 Avenue
Miami, Florida 33186

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is 9431 S.W. 122 Avenue Miami, Florida 33186. The name of the corporation's registered agent at such address is Ernesto F. Cespedes, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, whose name and address is: Ernesto S. Cespedes 9431 S.W. 122 Avenue Miami, Florida 33186.

ARTICLE IX

The name and address of the Incorporator is Ernesto F. Cespedes, Esq. 9431 S.W. 122 Avenue Miami, Florida 33186.

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Ernesto F. Cespedes, Esq., being the Incorporator of this corporation, make and file these Articles of Incorporation this 14th day of July, 1998.



INCORPORATOR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

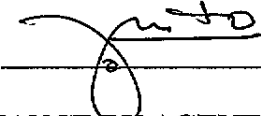
IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

Cespedes Enterprises, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED Ernesto F. Cespedes, Esq., AN INDIVIDUAL
WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA. **Cespedes Enterprise's** BUSINESS OFFICE IS IDENTICAL WITH
THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:

9431 S.W. 122 Avenue Miami, Florida 33186

Ernesto F. Cespedes, Esquire.

 _____, INCORPORATOR

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE
SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE
THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF
SECTION 48.091, FLORIDA STATUTES.

Ernesto F. Cespedes, Esquire.

AS REGISTERED AGENT FOR

Cespedes Enterprises, Inc.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this ____ day of _____, 1998.

[NOTARIAL SEAL]

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 AM 8:37