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FLORIDA HOLDING GROUP, INC.
c/o Jorge E. Oyarce
199 S.W. 12th Avenue, Suite 11
Miami, Florida 330130-1056
Tel. (305) 324-2248 * Fax (305) 324-4959

FILED
98 JUL 20 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 16, 1998

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

900002593563-4
-07/21/98--01003--005
*****78.75 *****78.75

RE: Florida Holding Group, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the following documents in connection with the above-referenced Corporation:

1. Original and copy of Articles of Incorporation of Andrew's, Corp.
2. Certificate of Designation of Registered Agent and Registered Office.
3. Filing fees in the amount of \$78.75, check No.1408, covering articles of incorporation and certificate of status.

Please file these accordingly, and return a stamped copy of these documents to C/O: Jorge E. Oyarce 199 S.W. 12th Avenue, Suite 11, Miami, Florida 33130-1056, Telephone: (305) 324-2248,* Facsimile: (305) 324-4959, in the pre-stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

JORGE E. OYARCE

me 7/22/98

ARTICLE OF INCORPORATION
OF
FLORIDA HOLDING GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA HOLDING GROUP, INC.

The address of the principal office of this corporation shall be C/O Julio Aristides Gomez, 6001 N.W. 153rd Street, Suite 204, Miami Lakes, Florida 33014, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6001 N.W. 153rd Street, Suite 204, Miami Lakes, Florida 33014, and the name of the initial registered agent of the corporation at that address is: Julio Aristedes Gomez.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Julio Aristides Gomez
6001 N.W. 153rd Street, Suite 204
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, The undersigned to these articles of Incorporation has hereunto set their hand and seal on this 16th day of July, 1998.


Its incorporator, Julio A. Gomez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

JULIO ARISTIDES GOMEZ, an individual residing in this state,
having a business office identical with the registered office of the
corporation named below, and having been designated as the Registered
Agent, in the above and foregoing Articles of Incorporation of

FLORIDA HOLDING GROUP, INC. _____ is

familiar with and accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: _____

JULIO ARISTIDES GOMEZ

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
FLORIDA HOLDING GROUP, INC.

Julio Aristides Gomez as sole Incorporator, for value received hereby
assigns any and all rights it may have as such incorporator to the following:

Dated: July 16, 1998

JULIO ARISTIDES GOMEZ

BY: 

Its Incorporator, Julio A. Gomez