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7/31/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000014216 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: AGAPEH PRODUCTIONS INC.

AUDIT NUMBER.....H98000014216

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

98 JUL 31 PM 2:43

AGAPEH PRODUCTIONS INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AGAPEH PRODUCTIONS INC.

The principal place of business of this corporation shall be:

1455 WEST FLAGLER ST. MIAMI, FLA. 33123

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

500 SHARES \$1.00 FOR SHARES.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RAFAEL RAVELO, 19815 W OKEECHOBEE RD, APT. 107, HIALEAH
President. GARDEN, FLA. 33016

SAMUEL MAC ADAM, 19815 W OKEECHOBEE RD, APT. 107, HIALEAH GARDEN, FLA.
Vice-President. 33016

Prepared by: Rafael Ravelo
1455 West Flagler St.
Miami, FL 33123
(305) 823-9023

ARTICLE VI INCORPORATOR(S)

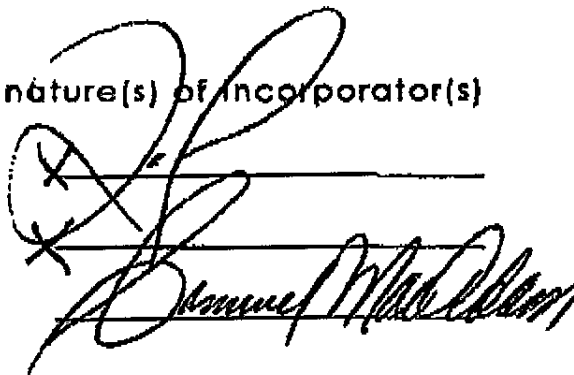
The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is(are):

RAFAEL RAVELO. President 19815 W OKEECHOBEE RD. APTO. 107
HIALEAH GARDEN. FLA. 33016
SS#590-55-6821

SAMUEL MAC ADAM VICE-PRESIDENT. 19815 W OKEECHOBEE RD.
APTO. 107, HIALEAH GARDEN FLA. 33016.
SS#59-364-3555

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have)
executed these Articles of Incorporation this 30
day of JULY, 1998.

Signature(s) of Incorporator(s)

The block contains two handwritten signatures. The first signature is a stylized, cursive 'R' for Rafael Ravelo. The second signature is a more legible cursive script for Samuel Mac Adam. Both signatures are written over horizontal lines.

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.

1. The name of the corporation:

AGAPEH PRODUCTIONS INC.

2. The name and address of the registered agent and office is:

Rafael Ravelo

1455 WEST FLAGLER ST. MIAMI FLA. 33123

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE RAFAEL RAVELO

TITLE PRESIDENT

DATE 30 - 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE _____