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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FRANCIS ENTERPRISE, INC.

AUDIT NUMBER.....H98000014560

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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TALLAHASSEE, FLORIDA
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August 7, 1998

EMPIRE

SUBJECT: MIGUEL ANGEL GROUP, INC.
REF: W98000017832

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.

You failed to make the correction(s) requested in our previous letter.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000014560
Letter Number: 898A00041065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIGUEL ANGEL GROUP, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be: MIGUEL ANGEL GROUP, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of restaurant, retail, wholesale general merchandise, distribution, import and export, etc.----- and all other lawful activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 1430 S.W. 1st Street (Rear), Miami Florida 33135.

Prepared By:
Jose C. Jimenez, B.B.A.(Accountant)
454 N.W. 22nd Avenue, Suite 209
Miami, Florida 33125.Tel.(305)541-4714

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Miguel Lopez
1430 S.W. 1st Street
Miami, Florida 33135

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
Miguel Lopez	President and Secretary	1430 S.W. 1st Street Miami, Florida 33135

ARTICLE X

Distribution to incorporators is as follows:

Miguel Lopez	500 Shares	\$ 500.00 Value
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ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 4th Day of August 1998.



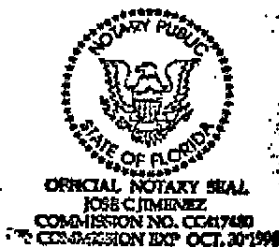
Miguel Lopez - Incorporator
1430 S.W. 1st Street
Miami, Florida 33135

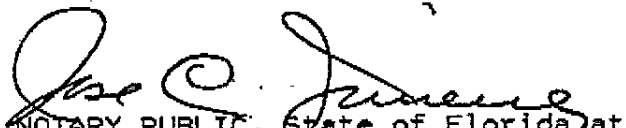
STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- MIGUEL LOPEZ -----

who after first being duly sworn, executed the foregoing --- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 4th Day of August 1998.




NOTARY PUBLIC, State of Florida at
large.

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TALLAHASSEE, FLORIDA

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.

The name of the Corporation is **MIGUEL ANGEL GROUP, INC.**

The name and address of the Registered Agent and office is
Miguel Lopez, 1430 S.W. 1st Street, Miami, Florida 33135.



Corporate Officer

Title: President

Dated: August 4, 1998.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, I hereby agree to act in this capacity, and further --
agree, to comply with the provisions of all statutes relative
to the proper and complete performance of my duties; and ---
accept the duties and obligations of section 607.325., Flori-
da Statutes.



Miguel Lopez, Registered Agent,
accepting office.

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