

LAW OFFICE

Antonio E. Alonso

FIRST UNION BANK OF CORAL WAY
1699 CORAL WAY, SUITE 315
MIAMI, FLORIDA 33145

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(305) 858-7452

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P980000069261

July 28, 1998

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***122.50 ***122.50

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 AUG -4 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of **BRUNELL INC.**

Dear Gentleman or Madam:

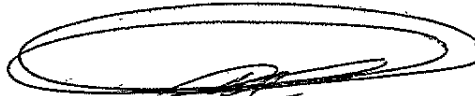
Enclosed please find our office account check in the amount of \$122.50, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,



ANTONIO E. ALONSO, ESQ.

\$ 35.00	- Filing Fees
52.50	- Certified Copy
35.00	- Registered Agent Designation
<u>\$122.50</u>	

MM 8-1098

ARTICLES OF INCORPORATION

OF

BRUNELL INC.

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:
BRUNELL INC.

ARTICLE II DURATION

This Corporation shall have perpetual existence.

ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue one hundred (100)
shares of common stock without par value.

ARTICLE V INITIAL REGISTERED AGENT OFFICE AND AGENT

The street address of the initial registered office of this
corporation is:

1531 Flagler Street
Miami, Florida

The name of the initial registered agent of this corporation
at that address is:

AGUSTIN BUNUEL

ARTICLE VI MAILING ADDRESS

The mailing address of the corporation is:

1250 S.W. 16th Street
Miami, Florida 33145

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of director may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and post office address of the members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
AGUSTIN BUNUEL	1250 S.W. 16th Street Miami, Florida 33145
FRED BREA	4704 N.W. 192nd Street Miami, Florida 33051

ARTICLE VIII INCORPORATORS

The name and post office address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
AGUSTIN BUNUEL	1250 S.W. 16th Street Miami, Florida 33145

ARTICLE IX AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is

subject to this reservation.

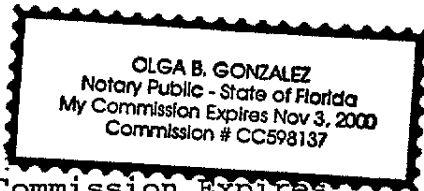
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28th day of July, 1998.

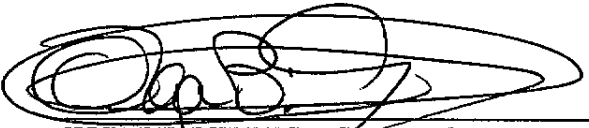

INCORPORATOR: AGUSTIN BUNUEL

STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared AGUSTIN BUNUEL, known to me and known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in the State and County aforesaid, that I relied upon the following form(s) of identification of the above-named person(s): Valid Florida Driver's License and that an oath (was) (was not) taken, this 28th day of July, 1998.


OLGA B. GONZALEZ
Notary Public - State of Florida
My Commission Expires Nov 3, 2000
Commission # CC598137
My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.


AGUSTIN BUNUEL
Registered Agent

Dated: July 28, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA