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MANUEL ALONSO-POCH P.A.

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33134

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September 9, 1998

Sandra B. Mortham
Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32301

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Re: Velodrama Partners, Inc.

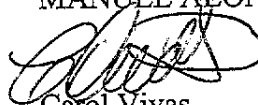
Dear Ms. Mortham:

Enclosed please find three copies of the Articles of Incorporation for the above captioned corporation. Also enclosed please find a check for \$ 122.50 which represents the fee for the filing of Articles of Incorporation. Kindly forward a stamped copy of the Articles, as filed, together with the Certificate of Incorporation to this firm in the enclosed self addressed envelope.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

MANUEL ALONSO-POCH, P.A.



Carol Vivas
Legal Assistant

enc.

FILED
98 SEP 15 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA - 9/18/98

ARTICLES OF INCORPORATION
OF
VELODRAMA PARTNERS, INC.

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is VELODRAMA PARTNERS, INC.

ARTICLE II

PURPOSE

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue one thousand (7500) shares of common stock with one dollar par value. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

PREPARED BY:

Manuel Alonso-Poch, Esq.
MANUEL ALONSO-POCH, P.A.
2100 Ponce de Leon Blvd., #1170
Coral Gables, Florida 33134
Tel (305) 448-4053
Fax (305) 443-0903
Fla. Bar No.: 235822

ARTICLE V

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TALLAHASSEE, FLORIDA

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be Manuel Alonso-Poch, 2100 Ponce de Leon Blvd. Coral Gables, Florida 33134.

The initial principal place of business of the corporation is: 2100 Ponce de Leon Blvd. Suite 1170-A Coral Gables, Florida 33134.

ARTICLE VI

DIRECTORS

This corporation shall have at least one director initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

Lee Marks	3326 Mary Street, Miami, Florida 33133.
Manuel Alonso-Poch	2100 Ponce de Leon Blvd. Coral Gables, Florida 33134

ARTICLE VII

INCORPORATORS

The name and street address of the incorporator is:

Lee Marks	3326 Mary Street, Miami, Florida 33133.
Manuel Alonso-Poch	2100 Ponce de Leon Blvd. Coral Gables, Florida 33134

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

ARTICLE X

INDEMNIFICATION


The Corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10th day of June, 1998.



Manuel Alonso-Poch

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

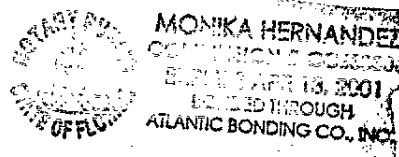
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, Manuel Alonso-Poch, ✓ who is personally known to me, or ___ who produced _____ as identification and who

did take an oath and are known to be the persons described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of June, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that VELODRAMA PARTNERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2100 Ponce de Leon Blvd. Suite 1170-A, Coral Gables, Florida 33134, has named Manuel Alonso-Poch of 2100 Ponce de Leon Blvd. Suite 1170-A, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

Dated: June 6, 1998.



Manuel Alonso-Poch

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept this appointment and agree to act in this capacity, to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Manuel Alonso-Poch
Registered Agent

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TALLAHASSEE, FLORIDA