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BARTHOLE & ROSARIO

Professional Accountants

12855 SW 136 Ave, Suite 213
Miami, FL 33186
(305)378-6608
Fax: (305)378-6575
E-mail: Giovycam@aol.com

September 22, 1998

Ms. Doris McDuffie
Florida Dept. Of State
409 E. Gaines St.
Tallahassee, FL 32399

Dear Ms. McDuffie:

Please file the enclosed Articles of Incorporation of Deep Buddy, Inc., as soon as possible, and return a copy of the filed Articles, stamped by the State of Florida to me:

Paul A. Barthole
12855 SW 136 Ave., Ste. 213
Miami, FL 33186.

FILED
98 SEP 25 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the \$70.00 filing fee.

Should you have any questions, please do not hesitate to call me at the number on the letterhead.

Thank you and best regards,



Paul A. Barthole
Managing Partner

PAB/pab
Enclosures(3)

Dmc
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**ARTICLES OF INCORPORATION
OF
DEEP BUDDY, INC.**

FILED
98 SEP 25 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and 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:

Deep Buddy, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually, unless dissolved according law.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of this corporation shall be:

7311 NW 12 Street, Suite 15
Miami, Fl 33126-1924

ARTICLE IV
NATURE OF BUSINESS

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

ARTICLE V
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at this time is 100 shares of common stock having \$1.00 par value per share. This amount may be changed from time to time as prescribed by the by laws.

ARTICLE VI
STOCKHOLDERS

The initial stockholders of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

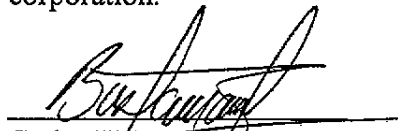
<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Carlos H. Bustamante	95	95%
Elenice C. Torres	5	5%

ARTICLE VII
REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Carlos H. Bustamante and the street address of the initial registered office of the corporation shall be:

3138 Gifford Lane
Coconut Grove, FL 33133

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.



Carlos H. Bustamante

ARTICLE VIII
EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX
INITIAL OFFICERS

Elenice C. Torres	6811 SW 129 Ave., Apt. #4 Miami, FL 33183	President
Carlos H. Bustamante	3138 Gifford Lane Coconut Grove, FL 33133	Vice President

ARTICLE X
AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE IX
INCORPORATOR

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

Carlos H. Bustamante	3138 Gifford Lane	Coconut Grove, FL 33133
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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of September, 1998.



Carlos H. Bustamante, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared Carlos H. Bustamante, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22nd day of September, 1997.



Notary Public