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October 26, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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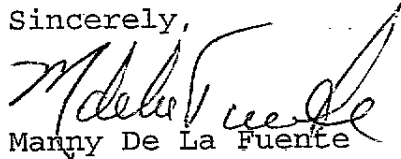
122.50 **78.75

Re: New Corporation - PROARCH, CORP.

Enclosed please find the articles of incorporation for Proarch, Corp., along with a check in the amount of \$122.50 covering the filing fees and certified copy fee.

Should you have any questions or should there be any deficiencies in the documentation please contact the undersigned at (305) 576-7800 or fax (305) 576-8300.

Sincerely,


Manny De La Fuente

PROARCH CORP.

4770 BISCAYNE BOULEVARD # 1100

MIAMI, FL. 33137

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this corporation shall be:

PROARCH, CORP.
4770 Biscayne Boulevard #1100
Miami, FL. 33137

ARTICLE TWO

The address of the principal office and mailing address of the Corporation shall be:

4770 Biscayne Boulevard #1100
Miami, FL. 33137

The Corporation shall change its Principal office at any time.

ARTICLE THREE

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE FOUR

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The Maximum number of shares of Common Stock that this Corporation may issue is 1,000.
- C. Par Value: Each share of Common Stock shall have the par value of One (\$1.00) Dollar.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any consideration shall be conclusive.

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- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal at meeting of the stockholders of the Corporation.
- G. Cumulative Voting: No holder to Common Stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations, in the event of the liquidation or dissolution of this Corporation.
- J. The occurrences shown below shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of 51% of this Corporation's shareholders entitled to vote at the time of the proposal or occurrence.

1. Amendment of this Certificate of Incorporation.
2. Sale, lease or exchange of this Corporation's property and assets, or of any property or assets essential to the business of this Corporation.
3. Merger or consolidation of this Corporation into or with any other corporation.
4. Voluntary dissolution of this Corporation.

ARTICLE FIVE

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation (DATE THESE ARTICLES ARE FILED)

ARTICLE SIX

The name and address of the initial registered agent is:

MANUEL A. DE LA FUENTE

**4770 Biscayne Boulevard
Suite 1100
Miami, FL. 33137**

ARTICLE SEVEN

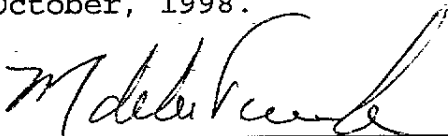
The name and address of the incorporator:

MANUEL A. DE LA FUENTE

**4770 Biscayne Boulevard
Suite 1100
Miami, FL. 33137**

ARTICLE EIGHT

The undersigned incorporator has executed these Articles of Incorporation this 26th day of October, 1998.



MANUEL A. DE LA FUENTE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE AGENT, IN THE STATE OF FLORIDA.


The name of the Corporation is:

PROARCH, CORP.

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

MANUEL A. DE LA FUENTE
4770 Biscayne Boulevard #1100
Miami, FL. 33137

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.



Registered Agent

Date: October 26, 1998

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