

P98000094527

MANUEL S. MARTINEZ
1119 N.W. 1st Street
Miami, Florida 33128

November 2, 1998

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

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11/05/98--01098--005
*****78.75 *****78.75

RE: VISION DE CRISTO, INC.
Articles of Incorporation


Dear Sir or Madam:

Enclosed please find the following documents in connection with the above-referenced Corporation:

1. Original and copy of Articles of Incorporation of Vision de Cristo, Inc.
2. Certificate of Designation of Registered Agent and Registered Office.
3. Filing fees in the amount of \$78.75, check No.1507, covering articles of incorporation and certificate of status.

Please file these accordingly, and return a stamped copy of these documents to c/o:
Jorge E. Oyarce. 199 S.W. 12th Avenue, # 11, Miami, Florida 33130-1056, Telephone:
(305) 324-2248,* Facsimile: (305) 324-4959, in the pre-stamped envelope provided.
Thank you for your prompt attention to this matter.

Cordially,


MANUEL S. MARTINEZ

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DIVISION OF CORPORATIONS
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WS

ARTICLE OF INCORPORATION
OF
VISION DE CRISTO, INC.

The undersigned incorporator 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:

VISION DE CRISTO, INC.

The address of the principal office of this corporation shall be: 1119 N.W. 1st Street, Miami, Florida 33128, and the mailing address of the corporation shall be the same.

ARTICLE II
NATURE OF BUSINESS

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

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

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ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1119 N.W. 1st Street, Miami, Florida 33128, and the name of the initial registered agent of the corporation at that address is Manuel S. Martinez.

ARTICLE V
TERM OF EXISTENCE

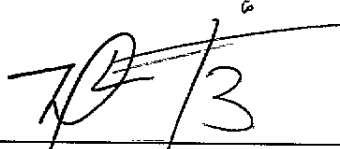
This corporation is to exist perpetually.

ARTICLE VI
INCORPORATOR

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

MANUEL S. MARTINEZ
1119 N.W. 1st Street
Miami, Florida 33128

IN WITNESS WHEREOF, The undersigned to these articles of Incorporation has hereunto set their hand and seal on this 2nd day of November, 1998.



It's Incorporator, Manuel S. Martinez

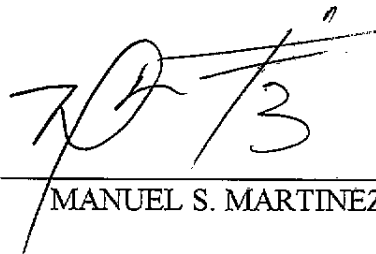
ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

MANUEL S. MARTINEZ, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent, in the above and foregoing Articles of Incorporation of:

VISION DE CRISTO, INC. _____ is

familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____


MANUEL S. MARTINEZ

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF

VISION DE CRISTO, INC.

Manuel S. Martinez sole Incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

Dated: November 2, 1998

MANUEL S. MARTINEZ

By: 

It's, Incorporator, Manuel S. Martinez

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