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*****78.75 *****78.75

November 12, 1998

Secretary of State of Florida
PO BOX 6327
Tallahassee, FL 32312

RE: Application for a
new Corporation

Dear Sir:'

Attached you will find check No. 5125 for \$78.75,
covering the registration fees of the following
corporation:

ACCOUNTING OFFICES OF J.A. CALLEJO

Enclosed also you will find two sets of the articles
of incorporation of the above mentioned corporation.

I would appreciate you to mail your certification to
my address:

Jose A. Callejo
6571 SW 34 Street
MIAMI FL 33155
Phone (305) 661-4495

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 30 AM 11:26

FILED

Thank you in advanced for your attention to this
request.

Truly yours,

Jose A. Callejo
Jose A. Callejo
Accountant

~~W98-20000~~

DME
11-18-98

~~630, 613, 611, 250~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

JOSE A. CALLEJO
6571 SW 34 STREET,
MIAMI, FL 33155

SUBJECT: ACCOUNTING OFFICES OF J. A. CALLEJO, PA
Ref. Number: W98000026000

We have received your document for ACCOUNTING OFFICES OF J. A. CALLEJO, PA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 398A00055463

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

ACCOUNTING OFFICES OF J. A. CALLEJO, PA

We, the undersigned incorporator(s), hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of an incorporation for profit.

ARTICLE I

The name of the corporation shall be:

ACCOUNTING OFFICES OF J. A. CALLEJO, PA

ARTICLE II

The professional association will engage in Service of bookkeeping, accounting and tax preparation for the general public, always under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum shares which the Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be no par value.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

This existence of the corporation is perpetual.

ARTICLE VII

The initial post office of the principal office of the corporation in the State of Florida is

**6571 SW 34 STREET
MIAMI, FL 33155**

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not be less than one director. The names and post office addresses of the members of the first Board of Directors, and slate of corporate officers, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

Name	Title	Address
Jose A. Callejo	President, Sec.	6571 SW 34 Street Miami, FL 33155
Barbara P. Callejo	Vice-President, Treas.	6571 SW 34 Street Miami, FL 33155

ARTICLE IX

The corporation shall have the further right and power to, from time to time, determine whether and to what extent, regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections any account book or documents of this Corporation, except as conferred by status unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Status. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation

subject to the provisions of the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

ARTICLE X

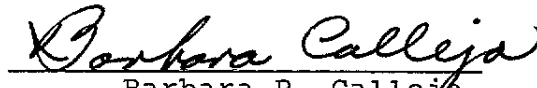
The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchases, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory there to; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

We, the undersigned, being each and all of the original incorporator(s) for the purpose of forming a corporation for profit to do business, subscribe, acknowledge and do respectively agree to abide the Articles as herein stated.

Subscribed at Miami, Miami-Dade County, Florida, this 10thday of November 1998.



Jose A. Callejo
President



Barbara P. Callejo
Vice-President

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 607.0501 and 607.0505, Florida Statutes, the following is submitted:

ACCOUNTING OFFICES OF J. A. CALLEJO is qualified to do business under the laws of the State of Florida, with its principal office at: 6571 SW 34 Street, Miami, FL 33155..

And has appointed:

Barbara P. Callejo
6571 SW 34 Street
Miami, FL 33155

As its agent to accept service of process within Florida.

ACKNOWLEDGMENT

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 to act in this capacity and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


Barbara P. Callejo

November 10, 1998.

CORPORATION ARTICLES: