

P98000101761

Central American Development Corporation
3306 West McKay Avenue
Tampa, Florida 33609

December 2, 1998

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-12/03/98--01077--006
*****70.00 *****70.00

Florida Department of State
Division of Corporations
ATT: Charter Filing Section
409 E. Gaines Street
Tallahassee, Fla. 32399
850-488-9000

Dear Sir:

Please find enclosed two (2) copies of the Articles of Incorporation for filing. I have also enclosed a money order for \$70.00 to cover the various fees associated with this incorporation.

Please use the following address for all mail including the copy of the Articles of Incorporation, notices, renewals, etc.:

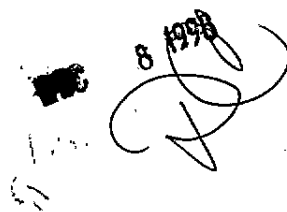
Central American Development Corporation
P.O. Box 10237
Tampa, Florida 33679

Thank you for your help in this matter.

Sincerely,


John Hill

FILED
98 DEC -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Central American Development Corporation

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name and the principal place of business of this Corporation shall be:

Central American Development Corporation
3306 West McKay Avenue
Tampa, Florida 33609

ARTICLE II. DURATION

This Corporation is to exist perpetually.

ARTICLE III. 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 of America, the State of Florida or any other State, Country, Territory, or Nation.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue and have outstanding a maximum of 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

John Hill
3306 West McKay Avenue
Tampa, Florida 33609

ARTICLE VI. DIRECTORS

The Corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by an amendment of the by-laws of the Corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial director of this corporation is:

John Hill
3306 West McKay Avenue
Tampa, Florida 33609

98 DEC -3 AM 9:07
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

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

John Hill
3306 West McKay Avenue
Tampa, Florida 33609

ARTICLE VIII. AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. 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 pro rata share thereof at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto executed these Articles of Incorporation this 2nd day of December, 1998. The undersigned is also familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

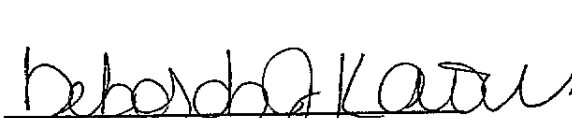

John Hill
Registered Agent and Incorporator

FILED
98 DEC -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, and known personally by me, the undersigned authority, the foregoing instrument was executed and acknowledged.

IN WITNESS WHEREOF, I have hereunto set by hand and seal this 2nd day of December, 1998.


Notary Public, State of Florida.

My Commission Expires:

