

OFFICE USE ONLY (Document #)

PAID 102603

LABARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002707218-2
-12/09/98--01060--005
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- AMATHISTA GROUP INC.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
98 DEC -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 DEC -9 AM 11:07
SECRETARY
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

OF

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT HEREB ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE.

AMATHISTA GROUP INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE

7161 SW 117 AVE MIAMI, FL 33183

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OF ALL LAWFUL ACTIVITIES 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 AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THATR THIS CORPORAATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS

1000 SHARES OF ONE DOLLAR \$1.00 PAR VALUE COMMON STOCK.

ARTICLE IV TERM OF EXISTENCE.

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS OF THE INITIAL OFFICER(S) AND DIRECTORS IF ANY WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION(S) EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS (ARE) ELECTED. IS (ARE):

GILBERTO A. CARPIO PRESIDENT

7161 SW 117 AVE MIAMI, FL 33183

ARTICLE VI INCORPORATOR (S)

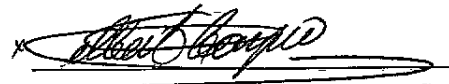
THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THIS ARTICLE OF INCORPORATION IS (ARE)

GILBERTO A. CARPIO

7161 SW 117 AVE MIAMI, FL 33183

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 9 DAY OF NOV 1998

SIGNATURE(S) OF INCORPORATOR(S)



**CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO PROVISIONS OF SECTION 607.325 FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA. SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS

AMATHISTA GROUP INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS :

HECTOR VAZQUEZ

1800 W 49 ST SUITE #213 HIALEAH, FL 33012

(P.O. BOX NOT ACCEPTABLE)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

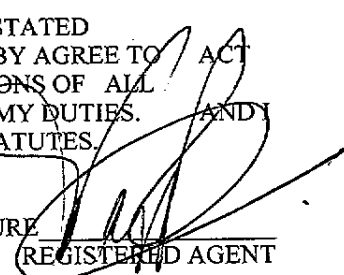
SIGNATURE X


CORPORATE OFFICER

TITLE: PRESIDENT
NOV 9, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 607.325 FLORIDA STATUTES.

SIGNATURE


REGISTERED AGENT

NOV 9, 1998