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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003233
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SAN ALEJO CORPORATION

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

SAN ALEJO CORPORATION

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:

SAN ALEJO CORPORATION
ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage in the transaction of Import and export of general merchandise, buy and sell, wholesaler, distributor, and all other lawfull activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The agregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value each.

ARTICLE V

This corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this corporation shall be: 2520 S.W. 22nd Street No. 2-111 Miami, Florida 33145.

Prepared By:

Jose C. Jimenez, B.B.A. (Accountant)
454 N.W. 22nd Avenue, Suite 209
Miami, Florida 33125. Tel. 305-541-4714

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ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

David A. Adelson
150 S.E. 25 Road No. 121
Miami, Florida 33129

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ---
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
David A. Adelson	President	150 S.E. 25 Rd No. 121 Miami, Florida 33129
Alberto Rivadeneira	Secretary	7800 N.W. 25th Street 110 Miami, Florida 33122

ARTICLE X

Distribution to incorporators is as follows:

David A. Adelson	250 Shares	\$ 250.00 Value
Alberto Rivadeneira	250 Shares	\$ 250.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

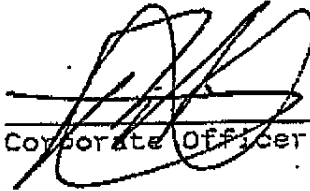
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Pursuant to the provisions of Section 607.325, Florida -- Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following ----- statement in designating the registered office/registered agent in the State of Florida.

The name of the Corporation is SAN ALEJO CORPORATION

The name and address of the Registered Agent and office is David A. Adelson, 150 S.E. 25th Rd. No. 121, Miami, Fla. 33129.



Corporate Officer

Title: Secretary

Dated: January 9th 1999.

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 further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325, Florida Statutes.



David A. Adelson, Registered Agent
accepting office.

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