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January 22, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


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-01/27/99 01055-010
****122.50 ****18.75

Re: New Corporation: Gaoli, Corp
621 S.W. 6th Street
Miami, Florida 33130

Gentlemen:

Enclosed please find my check in the amount of \$122.50 for incorporation of the above referenced. This covers filing fee \$35, registered agent fee \$35 and certified copy \$52.50. If there is any problem with the immediate filing of this Corporation please call me collect

Please return the certified copy by Airborne Express. I have enclosed a pre-addressed air bill.


Robert F. Gaona
14865 S.W. 180th Street
Miami, Florida 33187
Phone: 305-235-1802

99 JAN 27 AM 8:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
GAOLI Corp.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of Incorporation:

ARTICLE I: The name of the Corporation is Gaoli Corp.

ARTICLE II: The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: The total number of shares of capital stock authorized to be issued by the Corporation will be one hundred shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: The initial registered agent of the Corporation will be Rurico Olivares. The initial street address of the principal office of the Corporation will be 621 S.W. 6th Street, Miami, Fl. 33130. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI: The Corporation will have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person (s) who is to serve as a member of the initial board of Directors is:

Rurico Olivares, 621 S.W. 6th Street, Miami, Fl. 33130.
Robert F. Gaona, 14865 S.W. 180th Street, Miami, Fl. 33187.

ARTICLE VII: The Incorporators and shares subscribed to are:

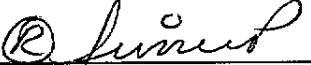
Rurico Olivares	Thirty (30) shares
Robert F. Gaona	Seventy (70) shares

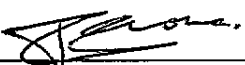
ARTICLE VIII: The Board of Directors voted for the Corporation to be an "S" Corporation.

ARTICLE IX: This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these articles of incorporation on this January 22, 1999.


Rurico Olivares
Incorporator and Subscriber

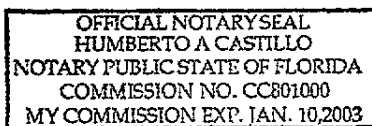

Robert F. Gaona
Incorporator and Subscriber

State of Florida
County of Miami-Dade

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Rurico Olivares and Robert F. Gaona, known to me and known to be the persons who executed the foregoing Articles of Incorporation and the Certificate of Designation of Registered Agent/Registered Office below.


Notary Public
State of Florida at Large

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
GAOLI Corp.

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Pursuant to the provisions of the section 607.0501, 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: Gaoli Corp.
2. The name and address of the registered agent is: Rurico Olivares, 621 S.W. 6th Street, Miami, Fl. 33130.

January 22, 1999.

Signature _____



Rurico Olivares
Director/Officer

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature _____



Rurico Olivares
Registered Agent