

OFFICE USE ONLY (Document #)

LAZARUS 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

100002787221--6

-02/25/99-01056-023

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

OFFICE USE ONLY

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

1. SOINCESA, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

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

RECEIVED
99 FEB 25 AM 11:32
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SOINCESA, INC.

FILED
99 FEB 25 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this Corporation shall be:

SOINCESA, INC.

Hereinafter referred to as the Corporation. Its Registered and principal of shall be:

Located at: 13700 SW 62 Street # 113.
Miami, Florida 33183, in the County of Miami-Dade.

Its Registered Agent shall be Nora Lamas, located at 13238 SW 85 Tr. Miami, FL 33183, County of Miami-Dade, State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do viz:

A. To carry on business in the United States or any foreign Country or countries, to buy, sell, export, import, lease, sub-lease, hold procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

B. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, financial association, Corporation, and or Government.

C. To exchange in the currency of foreign countries and the United States.

D. To issue bonds, debentures, and/or obligations of the Company from time to time, for the objects and purposes of the Company, and to secure the same by mortgage pledge, deed of Trust, or otherwise.

E. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the Company and other Companies.

F. To do all of such acts or things as they are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or

which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.

G. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

H. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by laws of the State of Florida upon Corporations of this Character.

ARTICLE III

CAPITAL STOCK

The capital stock of the Corporation shall consist of:

A. Five Hundred Shares (500) shares of \$1.00 par value.

For incorporation purposes, each share will have a nominal value set at USD\$1.00/100 (One US Dollar) per share as consideration.

B. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

C. All of the common stock is to have one vote per share in the control of the management of the corporation.

D. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

E. In the event any shareholder be unable to attend a share-holder's meeting the shareholder may vote his share or shares by proxy, one share representing one vote.

F. The Stock holders are as follows:

Carlos Rodolfo Rivas
Shares: 50%
7904 North Bay Village Dr. #706, Miami, FL 33141

Marina Deriabina
Shares: 25%
7904 North Bay Village Dr. #706, Miami, FL 33141

Nora Lamas
Shares: 25%
13238 SW 85 Tr., Miami, FL 33183

ARTICLE IV

OFFICERS OF THE CORPORATION

Carlos Rodolfo Rivas President.
7904 North Bay Village Drive, #706
Miami, FL 33141

Marina Deriabina Vice-President
7904 North Bay Village Drive, #706
Miami, FL 33141

Nora Lamas Secretary
13238 SW 85 Tr., Miami, FL 33141

ARTICLE V
REGISTERED AGENT


Nora Lamas
13238 SW 85 Tr.
Miami, Florida 33183

ARTICLE VI
INCORPORATOR

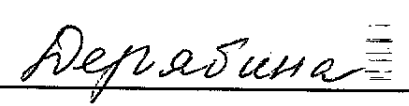
The name and street address of the incorporator to these Articles of Incorporation is:

Carlos Rodolfo Rivas
7904 North Bay Village Dr. #706
Miami, Florida 33141
Marina Deriabina
7904 North Bay Village Dr. #706, Miami, FL 33141
Nora Lamas
13238 SW 85 Tr., Miami, FL 33141

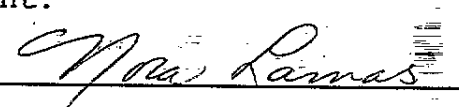
THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 23RD DAY OF FEBRUARY, 1999.



Carlos Rodolfo Rivas, President



Marina Deriabina, Vice-President.



Nora Lamas, Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of 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:
SOINCESA, INC.
2. The name and address of the registered agent and office is:

Nora Lamas
13238 SW 85 Tr.
Miami, Florida 33183

Carlos Rodolfo Rivas
President

Marina Deriabina
Vice-President.

Nora Lamas
Secretary

February 23, 1999

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 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.

Nora Lamas
Nora Lamas
February 23, 1999

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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