

OFFICE USE ONLY Document #

LIZARUS 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

200002792072--

-03/02/99--01046--017

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OFFICE USE ONLY

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

1. TRANSFEL, 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

99 MAR -2 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
TRANSFEL, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE I

The name of the corporation is Transfel, Inc.

ARTICLE II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE IV - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Principal Office and Agent

The street address of the initial principal office of this corporation is 10615 S.W. 136th Court, Miami, FL. 33186, and the name of the initial registered agent of this corporation at that address is Felipe A. Franco.

ARTICLE VI - Initial Board of Directors

This corporation shall have 1 director (s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director (s) of the corporation is/are:

FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

ARTICLE VII - Initial Officers

The name and address of the initial officers of the corporation are:

President :

FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

Treasurer:

FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

Vice President:

FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

Secretary:

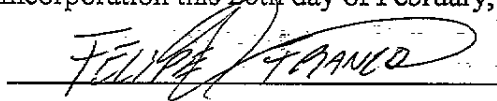
FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is:

FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

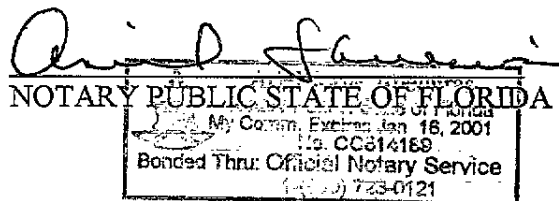
IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 26th day of February, 1999.



STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County setforth above personally
appeared, FELIPE A. FRANCO known to me and known by me to be the
person who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this 26th day of
February, 1999.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Persuant 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: TRANSFEL, INC.
2. The name and address of the registered agent and office is:

FELIPE A. FRANCO
10615 S.W. 136th Court
Miami, FL. 33186

SIGNATURE

FELIPE A. FRANCO

TITLE

PRESIDENT

DATE

02-26-99

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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.

SIGNATURE

FELIPE A. FRANCO

DATE

02-26-99

REGISTERED AGENT FILING FEE: \$35.00