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From: Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

ONCE UPON' A ROCK INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 1999

FAS-T CORP

SUBJECT: ONCE UPON'A ROCK
REF: W99000005139

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The name of the entity must be identical throughout the document.

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Becky McKnight
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FAX Aud. #: H99000005020
Letter Number: 199A00009602

ARTICLES OF INCORPORATION
OF
ONCE UPON'a ROCK Inc.

ARTICLE I

The name of this corporation is: ONCE UPON'A ROCK INC.
located at
245 S.E. First Street #436
Miami, Fl. 33130

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 245 SE First St. #436 Miami Fl. 33016 and the name of the initial registered agent of this corporation at that address is JESSY DE SOUZA.

Prepared By: Gustavo L. Marinello
9585 Harding Ave.
Surfside, Fl 33154
(305)866-2423

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ARTICLE VI (Continued)

And the name of the initial registered agent of this corporation at that address is:

JESSY DE SOUZA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (3) Directors initially. The number of Directors may be increased or diminished in such a manner as may be prescribed by the by-laws but shall never have less than one (1) director.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each member of the initial Board of Directors of this Corporation are:

Name	Address	% STOCK OWNERSHIP
JESSY DE SOUZA	245 SE First St. #436 Miami, Fl. 33130	90%
Shanan Carvalho De Souza	245 SE First St # 436 Miami , Fl. 33130	5%
Caleb Carvalho De Souza	245 S.E. First St. #436 Miami, Fl. 33130	5%

ARTICLE XI - INCORPORATORS

The name and address of each subscriber of these Articles of
Incorporation are:

JESSY DE SOUZA	245 SE First Street #436 Miami, Fl 33 13 0
SHANNAN CARVALHO DE SOUZA	" " " "
CALED CARVALHO DE SOUZA	" " " "

ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By Laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII - POWERS

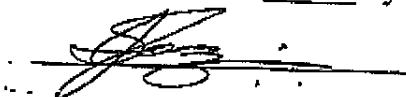
This corporation shall have the power necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by and under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENTS

These Articles of Incorporation may be amended in the same manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by majority vote of the stock entitled to vote thereon.

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





JESSY DE SOUZA INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE SS

Before, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared JESSY DE SOUZA, WELL KNOWN TO ME, known to me and known by me to be the persons who executed the foregoing article of incorporation, and they acknowledge before me that they have subscribed theses Articles of Incorporation.

In witness whereof, i have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26 day of Feb 1999

Gustavo L. Marinello
My Commission CC625359
Expires March 19, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Once Upon'a Rock Inc.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First --That ONCE UPON 'A ROCK Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation at City of Miami County of Dade
State of Florida has named JESSY DE SOUZA
located at 245 S.E. First Street #436 Miami, Fl. 33130

CITY OF Miami COUNTY OF DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED RESIDENT AGENT)

Having been named to accept service for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By (Signature)
(Resident Agent)

Prepared By: Gustavo L. Marinello
9585 Harding Ave.
Surfside, Fl 33154
(305)866-2423

JESSY DE SOUZA

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