

200002840142-8

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

200002840142-8
-04/15/99-01066--026
*****78.75 *****78.75

OFFICE USE ONLY

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

1. ULISES OPERATIONS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

99 APR 15 PM 2:43
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

| 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 APR 15 AM 11:25
 DIVISION OF CORPORATION

RECEIVED

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ULISES OPERATIONS, INC.**

**The undersigned incorporator (s) hereby forms the following corporation
under the laws of the State of Florida:**

**ARTICLE I
NAME:**

ULISES OPERATIONS, INC.

ARTICLE II

PURPOSE:

**The corporation is organized to engage in any and all business
permitted under the laws of the State of Florida.**

**ARTICLE III
CAPITAL STOCK:**

**The maximum number of shares of stocks which this corporation is
authorized to issue is 100 shares of \$1.00 par value, common stock. Said
shares of stock may be issued only for a consideration having a fair value as
may be determined by the board of directors.**

**ARTICLE IV
TERM OF EXISTENCE:**

**This corporation is to exist perpetually from the date these Articles are
filed with the Department of State, subject to the laws of the State of Florida.**

**ARTICLE V
REGISTERED AGENT AND OFFICE:**

**This initial Registered Agent and the principal address of the initial
Registered Office of this corporation shall be:**

Ulises Caballero

**8500 S.W. 128th Street
Miami, Fl. 33156**

FILED
99 APR 15 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

DIRECTORS:

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

***Ulises Caballero
264-83-6911
8500 S.W. 128th Street
Miami, Fl. 33156***

**ARTICLE VII
INCORPORATORS:**

The names and street address of the incorporators are:

***Ulises Caballero, President, Secretary, Treasurer
8500 S.W. 128th Street
Miami, Fl. 33156***

**ARTICLE VIII
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 IX
CUMULATIVE VOTING:**

At each election for Directors, cummulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

**ARTICLE X
AMENDMENT:**

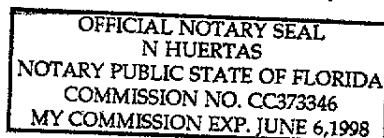
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned incorporator has hereunto set its hands and seals this 14 day of April 1999.


ULISES CABALLERO

**STATE OF FLORIDA {
COUNTY OF DADE{ SS:**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Ulises Caballero to me known to be the person (s) described in and executed the foregoing instrument and acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this 14 day of April 1999.




**NORKI HUERTAS
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE**

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.


ULISES CABALLERO
REGISTERED AGENT

FILED
99 APR 15 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA