

JOSE A. PEREZ

Accountant-Notary Public

6317 S. W. 11TH STREET

MIAMI, FL. 33144

TELEPHONE 261-6417

P99000073558

August 10, 1999

Florida Department of State

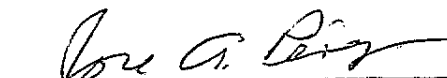
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*****70.00 *****70.00

Gentlemen:

I am enclosing my check # 706 in the amount of \$ 70.00
for the filing of CYPRESS SWAMP BPATS, INC..


Jose A. Perez

FILED
99 AUG 12 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-18
NS

CERTIFICATE OF INCORPORATION

OF

CYPRESS SWAMP BOATS, INC.

FILED
99 AUG 12 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the Corporation) is :

CYPRESS SWAMP BOATS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to make and perform contracts of any kind and description, and

attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into ONE THOUSAND SHARES (1,000) shares of stock of the par value of FIVE DOLLARS (\$ 5.00) per share, all of one class, namely , Common Stock. and having an aggregate par value of FIVE THOUSAND DOLLARS (\$ 5,000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VIII

The number of directors of the Corporation shall be at least ONE, but no more than FIVE

ARTICLE IX

The name and post office address of the subscribers and the number of shares of stock that THEY takes are:

ANDRES PIS	50 SHARES
1445 S.W. 91 Ave.	
Miami, Florida 33174	

ALEXANDER D. PIS	50 SHARES
1445 S.W. 91 Ave.	
Miami, Florida 33174	

all of the proceeds of which will amount to at least:
\$ 500.00 -(FIVE HUNDRED DOLLARS) -----

ARTICLE IV

The amount of capital with which this Corporation shall
begin business shall be no less than \$500.00-----
(Five hundred -----00/XX Dollars) -----

ARTICLE V

The principal place of business of the Corporation shall
be at 1445 S.W. 91 Avenue
Miami, Florida 33174

And the Mailing Address should be at :

SAME AS ABOVE.

with the privileges of having branches offices within and
without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names _____ of the First Board of
Directors and Officers of the Corporation, who shall hold
office for the first year or until their successors are chosen
shall be:

Andres Pis

P.S.D.


Alexandre D. Pis

VP.T.D.

IN WITNESS WHEREOF, I Have Hereunto set my hands and
seals, and acknowledge to be filled in the office of
the Secretary of State the foregoing Certificate of
Incorporation, this 9th. day of August of 1,999



ANDRES PIS- S/S 267-78-2528 SEAL



ALEXANDER D. PIS - S/S 594-78-8390 SEAL

SEAL

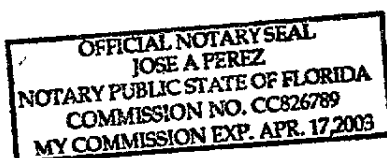
SEAL


COUNTY OF DADE
S S
STATE OF FLORIDA

BEFORE ME, The undersigned authority, duly
authorized to administer oaths and take acknowledgments,
personally appeared ANDRES PIS & ALEXANDER D. PIS

and THEY acknowledged before me that THEY signed the fore-
going Certificate of Incorporation for the purpose therein
estimated.

WITNESS by my hand and official seal at the city of
Miami, County of Dade, State of Florida this 9th. day
of August, 1999





NOTARY PUBLIC
State of Florida at Large

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

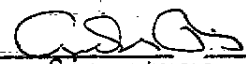
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First--That CYPRESS SWAMP BOATS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of MIAMI County
(City)
of MIAMI-DADE, State of FLORIDA
(County) (State)
has named ANDRES PIS
(Name of Resident Agent)
located at 1445 S.W. 91 Avenue.-
(Street address and number of building,
Post Office Box address not acceptable)
City of MIAMI, County of MIAMI-DADE ZIP
(City) (County) 33174
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process 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)