

P99000077159

COMPU-ACCOUNTING & TAX SVC.

221 EAST 9TH ST. HIALEAH, FL 33010

TEL (305) 884-0009

FAX (305) 883-8945

July 21, 1999.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
99 JUL 26 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Enclosed please find the Articles of Incorporation for CLABEL, INC. a for profit corporation. This corporation was filed before under the name of FRANCO'S CORPORATION and it was rejected because of the name fees has already been paid.

We will appreciate very much a prompt processing of this corporation. If you have any questions please do not hesitate to get in touch with me.

000002940840--8
-07/26/99-01046-020
*****78.75 *****78.75

Yours truly,


Juan D. Calvo, P.A.

EFFECTIVE DATE

7-21-99

1830
7777
W3



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 11, 1999

JUAN D. CALVO, P.A.
221 E. 9TH ST.
HIALEAH, FL 33010

SUBJECT: FRANCO'S CORPORATION
Ref. Number: W99000018587

We have received your document for FRANCO'S CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 699A00040525

ARTICLES OF INCORPORATION
OF

FRANCO'S ENTERPRISES CORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

FRANCO'S ENTERPRISES CORPORATION

The principal place of business of this corporation shall be:

670 NE 88TH. TER. #7
MIAMI, FL 33138

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: July 21, 1999.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (500.00), or such greater amount as may be required by law.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-21-99

ARTICLE FIVE

OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Name	Title	Address
ALFREDO ORTIZ	P/T/D	670 NE 88TH. TER. MIAMI, FL 33138
CECIA IBERICO MAS	VP/S/D	670 NE 88TH. TER. MIAMI, FL 33138

ARTICLE SIX

AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A.- Designation: The stock of this Corporation shall be known as Common Stock.

B.- Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 200.

C.- Par Value: Each share of Common Stock shall have the Par Value of \$10.00 each.

D.- Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E.- Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F.- Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon proposal presented at meetings of stockholders of the Corporation.

G.- Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

cont'd ARTICLE SEVEN, CAPITAL STOCK

H.- Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I.- Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to received their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations.

ARTICLE EIGHT

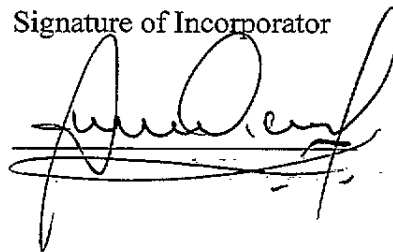
INCORPORATORS

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

ALFREDO ORTIZ
670 NE 88TH. TERR.
MIAMI, FL 33138

IN WITNESS WHEREOF, the undersigned incorporator has have executed these Articles of Incorporation this July 21, of 1999.

Signature of Incorporator



My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

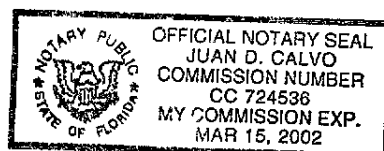
BEFORE ME, the undersigned authority personally appeared ALFREDO ORTIZ to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledge before me that the same was executed for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami Miami-Dade County, Florida.

DATED: July 21st., 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: FRANCO'S ENTERPRISES CORPORATION

2.- The name and address of the registered agent and office is:

ALFREDO ORTIZ
670 NE 88TH TER. #7
MIAMI, FL 33138

FILED
99 JUL 26 AM 11:52
TALLAHASSEE
SECRETARY OF STATE

TITLE: President
DATE: July 21st., 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Registered Agent
DATE: July 21st., 1999.