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PLEASE REPLY TO
FT. LAUDERDALE OFFICE

August 17, 1999

VIA FED EX

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
8-17-99

300002969523--3
-08/25/99--01043--011
*****78.75 *****78.75

RE: INCORPORATION OF FRANK SALIERNO, INC.
Property Address: **1826 LEE STREET**
HOLLYWOOD, FL 33020
Our File No.:

To Whom It May Concern:

Enclosed you will find two Original Articles of Incorporation for the above referenced corporation. We have enclosed a check in the amount of \$78.75.

Thank you. Your attention to this matter is greatly appreciated.

Very truly yours,

Frank Salerno
Frank Salierno

fs
Enc.

FILED
99 AUG 25 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28 WEST FLAGLER #202, MIAMI, FLORIDA 33130
2200 CORPORATE BLVD, SUITE 315, N.W., BOCA RATON, FLORIDA 33431
TRNV 12 #118A44, BOGOTA, COLOMBIA, 637-3436/637-3458, FAX 637-3424
AVE. NACIONES UNIDAS 1084, V. AMAZONAS, OFICINA NO. 312, TORRE U, QUITO, ECUADOR, TEL. (5932) 462 085/108/113, FAX (5932) 442-866
AVE. PAULISTA, 807-2, CJS-221/5, SAO PAULO, BRAZIL, TEL. (011) 285-2311, FAX (011) 251-1323
AVE. RIVERA NAVARRETE, No. 762 CUARTO PISO, SAN ISIDRO, LIMA 27, PERU, TEL. (011) 511 421236

BY APPOINTMENT ONLY AT EACH LOCATION

D. BROWN AUG 30 1999

EFFECTIVE DATE
8-17-99

ARTICLES OF INCORPORATION
OF
FRANK SALIERNO, INC.

FILED
99 AUG 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **FRANK SALIERNO, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence, effective August 17, 1999.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1826 Lee St., Hollywood, Florida 33020 and the name of the initial Registered Agent of the Corporation at that address is **Frank Salierno**.

ARTICLE VI

INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 1826 Lee Street, Hollywood, Florida 33020.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and address of the initial director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
FRANK SALIERNO	1826 Lee Street Hollywood, Florida 33020

ARTICLE VIII

INCORPORATOR

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

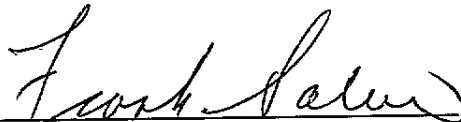
FRANK SALIERNO, 1826 LEE STREET, HOLLYWOOD, FL . 33020.

ARTICLE IX

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 stockholders' 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 can be made.

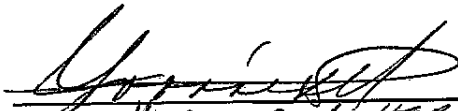
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of August, 1999.


FRANK SALIERNO
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared **FRANK SALIERNO** known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17th day of August, 1999.


Name: YVONNE L. HERNANDEZ
Commission No.: _____
Notary Public
State of Florida at Large

My commission Expires:



Yvonne L. Hernandez
My Commission CC835700
Expires June 16, 2003

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

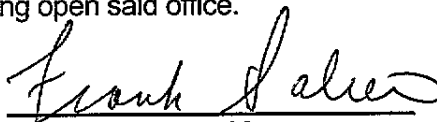
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99 AUG 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **FRANK SALIERNO, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named **Frank Salierno**, of 1826 Lee Street, Hollywood, Florida 33020, as agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.


FRANK SALIERNO