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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002384959--4

-09/13/99-01053--024

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OFFICE USE ONLY

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

1. STOCK PROJECTS INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 13 PM 2:00

FILED

Examiner's Initials

FILED
99 SEP 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICULOS INCORPORATION
OF
STOCK PROJECTS INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

STOCK PROJECTS INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have power:

To have perpetual succession by its corporate name:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual per value of \$1 (One Dollar)

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be:

The principal office shall be:

6420 S.W. 107TH AVENUE
MIAMI, FL. 33173

: The initial resident Agent of this corporation shall be:

FEDERICO COHEN
912 S.W. 22 AVENUE # 4
FT. LAUDERDALE, FL 33312.

ARTICLE VI

The initial board of Directors shall consist of a total of TWO (2) person, and the name and address of the persons who is to serve as an initial director is:

FEDERICO COHEN - PRESIDENT, TREASURE
912 S.W. 22 AVENUE #4
FT. LAUDERDALE, FL. 33312.

LEONOR C. ALVES - VICE PRESIDENT, SECRETARY.
6420 S.W. 107TH AVENUE
MIAMI, FL. 33173.

The name and address of the incorporator executing these Articles of incorporations is:

FEDERICO COHEN
912 S.W. 22 AVENUE #4
FT. LAUDERDALE, FL. 33312.

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 7 DAY OF SEPTEMBER OF 1999.


x Federico Cohen

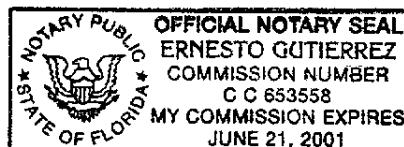
STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Federico Cohen known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 7 day of September of 1999.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



FILED
99 SEP 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, 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;

STOCK PROJECTS INC.

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS;

FEDERICO COHEN

NAME

912 S.W. 22 AVENUE # 4

(P.O. BOX NOT ACCEPTABLE)

FT. LAUDERDALE, FL. 33312.

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT HE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND
AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE X Federico Cohen
DATE 9-9-99