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LAW OFFICES

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September 17, 1999

State of Florida
Division of Corporations
Attn: Articles Filing
PO Box 6327
Tallahassee FL 32314

300002995813--6
-09/24/99--01021--012
*****70.00 *****70.00

Re: Articles of Incorporation of
GRAND CENTRAL REALTY, INC.

Dear Madam or Sir:

Enclosed please find the original plus one copy of the
Articles of Incorporation for

GRAND CENTRAL REALTY, INC.

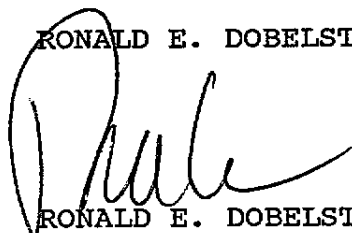
along with my check for filing fee in the amount of \$70.

Please file the Articles and return a conformed copy to this
office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,

RONALD E. DOBELSTEIN, P.A.



RONALD E. DOBELSTEIN, P.A.

Enclosure

cc: Mr. Carlos Mena
Mr. Ralph Leyva

RED:csp

C:\MyFiles\corelwp8\Letters\LeyvaMena.L01

FILED
99 SEP 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-28
WC

FILED
99 SEP 24 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRAND CENTRAL REALTY, INC.

We, CARLOS MENA and RALPH LEYVA, the undersigned, hereby execute these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name of the corporation is: GRAND CENTRAL REALTY, INC.

ARTICLE II

The general nature of the business to be conducted shall be:
The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock of a ONE DOLLAR (\$1.00) par value. All of said stock and the value thereof are issued in accordance with Section 1361 and 1244 of the Internal Revenue Code and the regulations issued thereunder, and said offering of this stock under said provisions of the Internal Revenue Code is to continue for so long as permissible pursuant to the Internal Revenue Code.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this corporation shall be 717 Opa Locka Blvd., Opa Locka FL 33054. The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this corporation as it may see fit.

ARTICLE VI

The number of Directors of this corporation shall be as provided by the By-laws, but shall not be less than One (1) in number, nor more than Three (3), and shall be one in number until otherwise fixed or changed by the By-laws.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
CARLOS MENA	717 Opa Locka Blvd. Opa Locka FL 33054	President & Director	50% stock- holder
RALPH LEYVA	717 Opa Locka Blvd. Opa Locka FL 33054	Vice President & Director	50% stock- holder

ARTICLE VIII

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE IX

The address of the registered office of the corporation shall be 717 Opa Locka Blvd., Miami FL 33168 and the name of the Registered Agent shall be CARLOS MENA, who maintains an office at the above mentioned address.

ARTICLE X

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

IN WITNESS THEREOF, WE, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set our hands and seals at Miami, Miami-Dade County, Florida, this 12 day of Sept, 1999, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, these Articles of Incorporation, and certify that the

facts herein stated are true.



CARLOS MENA (Seal)
President & Director



RALPH LEYVA (Seal)
Vice President & Director




REGISTERED AGENT
CARLOS MENA (Seal)

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

BEFORE ME, the undersigned authority, personally appeared CARLOS MENA, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 17 day of SEP, 1999.
My commission expires:



Notary Signature

OFFICIAL NOTARY SEAL
RONALD E DOBELSTEIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC550832
MY COMMISSION EXP. MAY 8,2000

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

BEFORE ME, the undersigned authority, personally appeared

RALPH LEYVA, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 17 day of Sept, 1999.
My commission expires:

OFFICIAL NOTARY SEAL
RONALD E DOBELSTEIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC550832
MY COMMISSION EXP. MAY 8, 2000

[Signature]
Notary Signature

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

BEFORE ME, the undersigned authority, personally appeared CARLOS MENA, to me personally known and known to me to be the person described in and who, as Registered Agent, executed the foregoing Articles of Incorporation, and she acknowledged before me that he is hereby familiar with and accepts the duties and responsibilities as Registered Agent for said corporation and signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 13 day of Sept, 1999.
My commission expires:

OFFICIAL NOTARY SEAL
RONALD E DOBELSTEIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC550832
MY COMMISSION EXP. MAY 8, 2000

[Signature]
Notary Signature