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From: Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.
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BUENO ENTERPRISES, INC.

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N. Culligan OCT 20 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 1999

FAS-T

SUBJECT: BUENO ENTERPRISES, INC.
REF: W99000024065

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THE NAME CONFLICT IS BUENO ENTERPRISES CORP. DOC #H44864.

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Neysa Culligan
Document Specialist

FAX Aud. #: H99000026355
Letter Number: 799A00050369

**ARTICLES OF INCORPORATION
OF
BUENO ENTERPRISES INTERNATIONAL, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the incorporation shall be: BUENO ENTERPRISES INTERNATIONAL, INC.

The principal place of business of this corporation shall be:
540 BRICKELL K DR. #II
MIAMI FLORIDA 33131

ARTICLES II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is Five Hundred(500) shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors(s) is(are) elected, is(are):

EDUARDO BUENO - PRESIDENT
540 BRICKELL K DR. #II
MIAMI FL 33131

Prepared by: LEGAL SERVICE 2000
7295 W FLAGLER ST
MIAMI FL 33144

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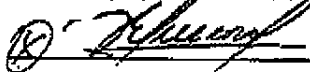
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

EDUARDO BUENO, PRESIDENT
540 BRICKELL K DR. #11
MIAMI FL 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 19 day of October, 1999.

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION
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:

BUENO ENTERPRISES INTERNATIONAL, INC.

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

EDUARDO BUENO, PRESIDENT
540 BRICKELL K DR. #11

(P.O. BOX NOT ACCEPTABLE)

MIAMI FLORIDA 33131

(CITY/STATE/ZIP)

SIGNATURE

Eduardo Bueno

TITLE

PRESIDENT

DATE

10/19/99

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 I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Eduardo Bueno

DATE

10/19/99

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TALLAHASSEE, FLORIDA

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