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October 26, 1999

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

Re: Willie Martinez Corp.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,

EBK
Edwin B. Kagan

EBK/cms
Enclosures
cc: J. Martinez

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-10/27/99-01077-013
122.50 **78.75

FILED
99 OCT 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
10-28-99
a

ARTICLES OF INCORPORATION

OF

WILLIE MARTINEZ CORP.

FILED
OCT 27 PM 1:15
SECRETARY OF STATE
TAMPA, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be WILLIE MARTINEZ CORP.

ARTICLE II - MAILING ADDRESS.

The mailing address of this corporation is as follows:

3409 West Grove Street
Tampa, FL 33614

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

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

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock, having a par value of \$.001 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

ARTICLE VIII - OFFICERS

Each of the following persons shall serve as an officer of this corporation until the earlier of his or her resignation, death or removal from office or until his or her successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Willie Martinez	President
Maria D. Robles	Vice President
Jacqueline Martinez	Vice President and Secretary/Treasurer

ARTICLE IX - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE X - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE XI - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of Willie Martinez Corp. this 26th day of October, 1999.



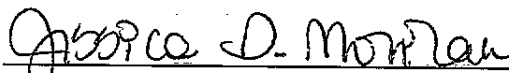
EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Willie Martinez Corp. was sworn to and acknowledged before me this 26 day of October, 1999, by EDWIN B. KAGAN.





Notary Public

My Commission Expires: MAY 16 2,000

Personally known _____ OR Produced Identification ✓
Type of Identification Produced FMN, K250-202-52-021-0.

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.



REGISTERED AGENT

FILED
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TALLAHASSEE FLORIDA