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PO0000001/982

January 28, 2000

* ADMITTED IN FLORIDA AND BRAZIL
+ ADMITTED IN FLORIDA AND NEW YORK
* ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

8000003116658-2
-01/31/00-01123-009
****472.50 *****78.75

Re: 3902 Neptune Corporation
3912 Neptune Corporation
3922 Neptune Corporation
3932 Neptune Corporation
3942 Neptune Corporation
3952 Neptune Corporation

FILED
00 JAN 31 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

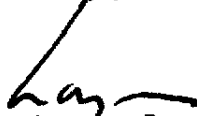
Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the above referenced companies. A preliminary search has indicated that the name are available.

Also enclosed is a check for \$472.50 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,


Christopher Langen

D. BROWN FEB - 3 2000

ARTICLES OF INCORPORATION OF
3902 NEPTUNE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is 3902 NEPTUNE CORPORATION.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is:
Christopher Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is: c/o Christopher Langen, Esq., P.O. Box
398570, Miami Beach, Florida, 33239-8570

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their address are: Dr. Richard Hofstetter, c/o Christopher Langen, Esq., P.O. Box 398570, Miami Beach, Florida 33239-8570

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is: Dr. Richard Hofstetter, c/o
Christopher Langen, P.O. Box 398570, Miami Beach, Florida 33239-8570

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.


ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date the Incorporator signs these Articles, subject to filing with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 28th. day of January, 2000.



Incorporator
Dr. Richard Hofstetter

STATE OF FLORIDA)

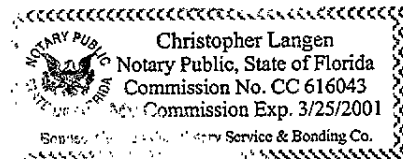
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th. day of January, 2000, by Dr. Richard Hofstetter who is personally known to me; or who has produced _____ as identification and who did (did not) take an oath.



Notary Public, Florida

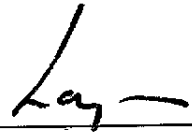
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the 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.

This acceptance is dated the 28th. of January, 2000.



Christopher Langen, Esq.

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