

~~PA7000009455~~



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

January 16, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/27/97--01018--001
*****70.00 *****70.00

RE: Interhead Enterprises Inc.
P3302918INASP

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Interhead Enterprises Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Vice President

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 3:47

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ARTICLES OF INCORPORATION
OF
INTERHEAD ENTERPRISES INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be Interhead Enterprises Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 18463 NW 24th Street, Pembroke Pines, FL 33029.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Carlos G. Aspiazu-18463 NW 24th Street, Pembroke Pines, FL 33029.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
Shelley L. Dunkelberger - 1313 N. Market St., Wilmington DE 19801.

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We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 16th day of January 1997.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of January, by Shelley Dunkelberger.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Shelley L. Dunkelberger, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this INTERHEAD ENTERPRISES INC. desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Pembroke Pines, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

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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.



Larry Wolfe

January 16, 1997

Date