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TEXESX97 FLORIDA DIVISION OF CORPORATIONS  
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((H97000012320 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: MORPHIL CORPORATION AUDIT NUMBER.....H97000012320 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 4 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
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7-29-97

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ARTICLES OF INCORPORATION  
OF  
MORPHIL CORPORATION

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DIVISION OF CORPORATIONS  
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ARTICLE I. NAME

The name of the Corporation shall be:

MORPHIL CORPORATION

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation. The Corporation shall be deemed to commence its existence effective with the filing of these Articles with the Secretary of State.

ARTICLE III. PURPOSE

This Corporation is organized for the following purpose: any and all purposes lawful under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is: 999 Washington Avenue, Miami Beach, Florida 33139.

Prepared by: Martin W. Wasserman, Esquire  
999 Washington Avenue  
Miami Beach, Florida 33139  
Telephone: (305) 672-3100 Bar No. 251143

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The name of the initial registered agent of this Corporation at that address is: MARTIN W. WASSERMAN, Esquire, 999 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE VI. INCORPORATION

The name and address of the person signing these Articles of Incorporation is: MORRIS ESFORMES, 3737 West Arthur Avenue, Lincolnwood, IL 60645.

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors of the Corporation. The initial Board of Directors shall consist of two (2) Directors, who are:

MORRIS ESFORMES  
PHILIP ESFORMES  
3737 WEST ARTHUR AVENUE, LINCOLNWOOD, IL 60645

ARTICLE IX. OFFICERS

The Officers of this corporation are as follows:

MORRIS ESFORMES - President  
PHILIP ESFORMES - Secretary

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former officer or director, to the full extent permitted by law.


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**ARTICLE XI. AMENDMENT**

This Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_  
NORMAN S. BYRD  
(Incorporator)

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

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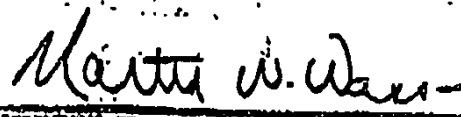
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST- THAT MORPHIL CORPORATION . . . desiring to organize or  
qualify under the laws of the state of Florida, with its principal  
place of business at: 999 Washington Avenue, Miami Beach, Florida  
33139, has named MARTIN W. WASSERMAN, located at, 999 Washington  
Avenue, Miami Beach, Florida 33139, as its agent to accept service  
of process within Florida.

  
MORRIS SPERMAN

Having been named to accept service of process for the  
above state corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I further  
agree to comply the provisions of all statutes relative to the  
proper performance of my duties.

  
MARTIN W. WASSERMAN

DATE: July 21, 1997

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