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PETERS, ROBERTSON, LAX, PARSONS, WEAVER, MOYERS & PARSARO

OFFICES

PROFESSIONAL ASSOCIATION

FOUNDED IN 1926

25 S.E. SECOND AVENUE
SUITE 600
INGRAHAM BUILDING
MIAMI, FLORIDA 33131-1691
DADE: (305) 374-3103
FACSIMILE: (305) 377-9805

1342 COLONIAL BOULEVARD
SUITE 45
KEY WEST PROFESSIONAL CENTRE
FORT MYERS, FLORIDA 33907-1012
TELEPHONE: (941) 936-1129
FACSIMILE: (941) 936-4036

PLEASE REPLY TO:

MIAMI OFFICE

October 27, 1997

600 SOUTH ANDREWS AVENUE
SUITE 405
COLONIAL BANK BUILDING
FORT LAUDERDALE, FLORIDA 33301-2802
TELEPHONE: (954) 761-8999
FACSIMILE: (954) 761-8990

301 CLEMATIS STREET
SUITE 3000
GALLERIA INTERNATIONAL BUILDING
WEST PALM BEACH, FLORIDA 33401-4381
PALM BEACH: (561) 832-9698
FACSIMILE: (561) 832-8355

JACKSON L. PETERS
Of Counsel

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/29/97--01006--004
***122.50 ***122.50

Re: New Corporation Filing - Cartcafe, Inc.

To whom it may concern:

Enclosed please find the original and one copy Articles of Incorporation for Cartcafe, Inc. Also enclosed is a check in the amount of \$122.50 representing:

Filing and Registered Agent Fees	\$ 70.00
Certification	<u>\$ 52.50</u>
Total	<u>\$122.50</u>

Please have the Articles of Incorporation filed and return the Certification in the self-addressed stamped envelope. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Michael H. Lax
Michael H. Lax
For the Firm

FILED
97 OCT 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MHL/sea
Enclosure

Done
10/28/97

ARTICLES OF INCORPORATION
OF
CARTCAFE, INC.

FILED
97 OCT 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: **CARTCAFE, INC.**

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III
PURPOSE

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares").

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 10301 S.W. 90th Avenue, Miami, Florida 33176.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 25 S.E. Second Avenue, 600 Ingraham Building, Miami, Florida 33131, the name of the initial registered agent is MICHAEL H. LAX, ESQUIRE.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Director is:

MICHAEL SINGER
Director

The address of the Director is:

10301 S.W. 90th Avenue
Miami, Florida 33176

and

ALAN DAVIS
Director

The address of the Director is:

11337 S.W. 85th Lane
Miami, Florida 33173

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is MICHAEL SINGER. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

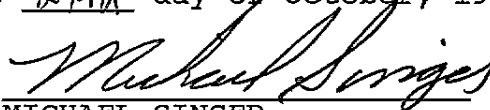
ARTICLE X
BY-LAWS

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of October, 1997.



MICHAEL SINGER
Sole Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared MICHAEL SINGER, personally known to me or has produced _____ as identification, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of On Top Productions, Inc. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 27th day of October, 1997.


Notary Public, State of Florida

My commission expires:

June 6, 1998



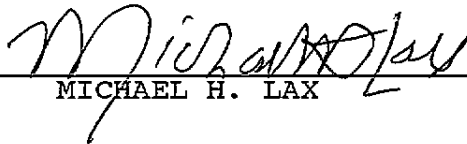
SYLVIA E ARROYO
My Commission CC379558
Expires Jun. 06, 1998
Bonded by HA!
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 27th DAY OF OCTOBER, 1997.

By:


MICHAEL H. LAX

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97 OCT 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA