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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

(212)431-1441

FAX #:

NAME: TRANSFORMATION INC.

AUDIT NUMBER.....H97000019554

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1997

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: INTERNATIONAL TRANSFORMATION INC.
REF: W97000026500

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ARTICLES OF INCORPORATION

OF

INTERNATIONAL TRANSFORMATION INC.

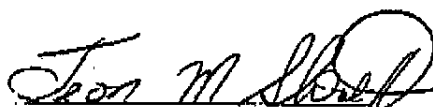
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is :
INTERNATIONAL TRANSFORMATION INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **1000** shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **100 Lincoln Road, Suite 939, Miami, Florida 33139**, and the name of its initial registered agent at such address is: **Philip A. Panaro**.
6. The number of directors constituting the initial board of directors is **one** and the name and address of each person who is to serve as a member thereof is as follows: **Philip A. Panaro, 100 Lincoln Road, Suite 939, Miami, Fl. 33139**.
7. The name and address of the sole incorporator is: **Jean M. Sherett**
c/o **BlumbergExcelsior Corporate Services, Inc.**
62 White Street, New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: *November 24, 1997*

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


Jean M. Sherett
Sole Incorporator

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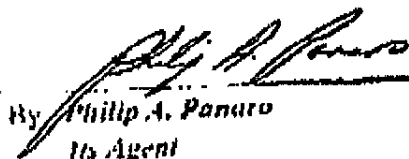
ACCEPTANCE OF APPOINTMENT

AS ...

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of INTERNATIONAL TRANSFORMATION INC. the within named corporation.

Dated: November 12th, 1997

By  Phillip A. Panaro Its Agent

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