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Division of Corporations

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To: Division of Corporations
Fax Number : (850)487-6013

From: Account Name : WILLIAM J. STRANGE
Account Number : 119980000052
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FLORIDA PROFIT CORPORATION OR P.A.
TOTALLY FILTER INTERNATIONAL, INC.

Certificate of Status	1
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ARTICLE OF INCORPORATION
OF
TOTALLY FILTER INTERNATIONAL, INC.

The undersigned Incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

TOTALLY FILTER INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

1862 NW 82ND Avenue
Miami, Florida 33126

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TALLAHASSEE, FLORIDA

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregated number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

SHARES #	PAR VALUE	STOCK DESCRIPTION
1000	\$10.00	Common Stock

ARTICLE IV TERM OF EXISTENCE

This corporation shall have perpetual existence.

WILLIAM J. STRANGE
9586 S.W. 6TH LANE MIAMI, FLORIDA 33174
PHONE # 305-223-0444
FAX # 305-225-8698

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

BOARD OF DIRECTORS:

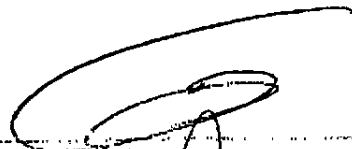
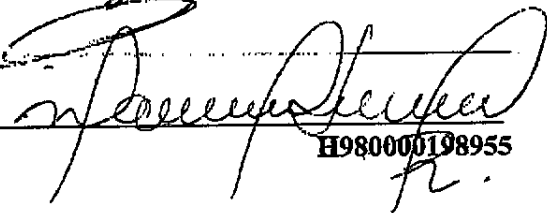
OFFICER'S TITLE	NAME	ADDRESS
President:	Felix C. Giannattasio	1862 NW 82 ND Avenue Miami, Florida 33126
Secretary:	Maria L. Rodriguez Fernandez	1862 NW 82 ND Avenue Miami Florida 33126
Treasury:	Maria L. Rodriguez Fernandez	1862 NW 82 ND Avenue Miami Florida 33126

ARTICLE VI

The name and post office addresses of each of the subscribers to this certificate of incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARE
Felix C. Giannattasio	1862 NW 82 ND Avenue Miami, Florida 33126	750
Maria L. Rodriguez Fernandez	1862 NW 82 ND Avenue Miami, Florida 33126	250

SUBSCRIBER: Felix C. Giannattasio.

SUBSCRIBER: Maria L. Rodriguez Fernandez.

WILLIAM J. STRANGE
9586 S.W. 6TH LANE MIAMI, FLORIDA 33174
PHONE # 305-223-0444
FAX # 305-225-8698

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ARTICLE VII INCORPORATOR(S)

The name(s) and the street address(es) of the Incorporator(s) to this articles of incorporation is (are):

NAME

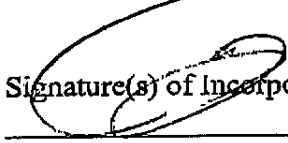
Felix C. Giannattasio

ADDRESS

**1862 NW 82nd Avenue
Miami, Florida 33126**

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 27 day of October, 1998

Signature(s) of Incorporator(s)



**WILLIAM J. STRANGE
9586 S.W. 6TH LANE MIAMI, FLORIDA 33174
PHONE # 305-223-0444
FAX # 305-225-8698**

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 , Florida Statues, the undersigned corporation, organized under the law of the State of Florida , submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

TOTALLY FILTER INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

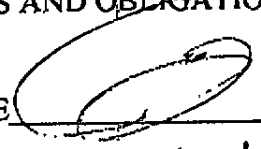
NAME	ADDRESS
Felix C. Giannattasio	1862 NW 82 nd Avenue
	Miami, Florida 33126

SIGNATURE  _____

TITLE President _____

DATE 10/27/98 _____

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE  _____

DATE 10/27/98 _____

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TALLAHASSEE, FLORIDA

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