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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: UME INTERNATIONAL, INC.

AUDIT NUMBER.....H97000001350

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
UME INTERNATIONAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9700000135

ARTICLE I - NAME

The name of this corporation is UME INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 480 NE 125 STREET NORTH MIAMI, FLORIDA 33161.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 480 NE 125 STREET NORTH MIAMI, FLORIDA 33161 and the name of the initial registered agent of this corporation at that address is JANA LIGHTBURN.

Prepared by:

KIM MARKS, CPA

CERTIFIED PUBLIC ACCOUNTANT

11900 BISCAYNE BLVD. - SUITE 200

NORTH MIAMI, FL 33181

305-895-5815

H97000001350

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

JAN MIZER 480 NE 125 STREET
NORTH MIAMI FLORIDA 33161**ARTICLE VIII - OFFICERS**

The name and address of each person signing these Articles is:

NAME POSITION

JAN MIZER PRESIDENT
JAROSLAV FEJFAR VICE PRESIDENT
SECTY/TREASURER JANA LIGHTBURN**ARTICLE IX - AMENDMENT**

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 subscriber has executed these Articles of Incorporation this January 23, 1997.

Signature Title

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JAN MIZER, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this January 23, 1997.

Notary Public, State of Florida at Large

My commission Expires:

OFFICIAL NOTARY SEAL
KARENLY STEPHEN MARKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0028014
MY COMMISSION EXP. JUNE 2, 1997

H97000001350

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

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

FIRST--THAT UME INTERNATIONAL, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI, STATE OF FLORIDA 33161, HAS NAMED JANA LIGHTBURN, LOCATED AT 480 NE 125 STREET, STATE OF FLORIDA 33161, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE president

DATE 1/23/97

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 PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(Resident Agent)

DATE 1/23/97

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