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(((H960000004017))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: F.C. ONE INTERNATIONAL, INCORPORATED
FAX AUDIT NUMBER: H96000004017 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: F.C. ONE INTERNATIONAL, INCORPORATED
REF: W96000006958

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004617
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
F.C. ONE INTERNATIONAL, INC.**

ARTICLE I-NAME

The name of this Corporation is F.C. ONE INTERNATIONAL, INC., a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity 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 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE
ADDRESS**

The name and street address of the initial registered office of this Corporation is Jorge L. Lopez-Garcia, Esq., 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 6767 Collins Avenue, #2103, Miami Beach, Florida 33140.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Director is:

NAME

Maria Teresa Fogliati

ADDRESS

6767 Collins Avenue, #2103
Miami Beach, Florida 33140

This Document Prepared By:
RODRIGUEZ LOPES-GARCIA, P.A.
Jorge L. Lopez-Garcia, Esq.
777 Brickell Avenue, Suite 950
Miami, FL 33131
(305) 382-7828
FL Bar No. 378747

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ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

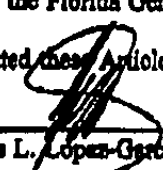
ARTICLE X-INCORPORATOR

The person signing these articles is Jorge L. Lopez-Garcia, Esq., whose address is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29 day of MARCH, 1996.


Jorge L. Lopez-Garcia, Esq.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 29 day of MARCH, 1996.

By: 

Jorge L. Lopez-Garcia, Esq.

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STATE OF FLORIDA)

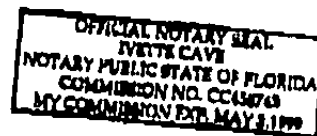
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Jorge L. Lopez-Garcia, Esq., personally known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of F.C. One International, Inc., a Florida Corporation, and acknowledged before me that he executed those Articles of Incorporation and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of March, 1996.

Yvette Cave
NOTARY PUBLIC

My commission expires on:



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